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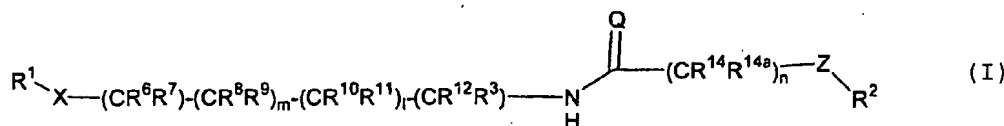
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(54) Title: **MALONAMIDES AND MALONAMIDE DERIVATIVES AS MODULATORS OF CHEMOKINE RECEPTOR ACTIVITY**



(57) Abstract: The present application describes modulators of MCP 1 of formula (I) or pharmaceutically acceptable salt forms thereof, useful for the prevention of asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

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TITLE

MALONAMIDES AND MALONAMIDE DERIVATIVES AS MODULATORS OF
CHEMOKINE RECEPTOR ACTIVITY

5 FIELD OF THE INVENTION

This invention relates generally to modulators of
chemokine receptor activity, pharmaceutical compositions
containing the same, and methods of using the same as
agents for treatment and prevention of inflammatory
10 diseases, allergic and autoimmune diseases, and in
particular, asthma, rheumatoid arthritis,
atherosclerosis, and multiple sclerosis.

BACKGROUND OF THE INVENTION

15 Chemokines are chemotactic cytokines, of molecular
weight 6-15 kDa, that are released by a wide variety of
cells to attract and activate, among other cell types,
macrophages, T and B lymphocytes, eosinophils, basophils
and neutrophils (reviewed in: Luster, *New Eng. J. Med.*
20 **1998**, 338, 436-445 and Rollins, *Blood* **1997**, 90, 909-928).
There are two major classes of chemokines, CXC and CC,
depending on whether the first two cysteines in the amino
acid sequence are separated by a single amino acid (CXC)
or are adjacent (CC). The CXC chemokines, such as
25 interleukin-8 (IL-8), neutrophil-activating protein-2
(NAP-2) and melanoma growth stimulatory activity protein
(MGSA) are chemotactic primarily for neutrophils and T
lymphocytes, whereas the CC chemokines, such as RANTES,
MIP-1 α , MIP-1 β , the monocyte chemotactic proteins (MCP-1,
30 MCP-2, MCP-3, MCP-4, and MCP-5) and the eotaxins (-1 and
-2) are chemotactic for, among other cell types,
macrophages, T lymphocytes, eosinophils, dendritic cells,
and basophils. There also exist the chemokines
lymphotactin-1, lymphotactin-2 (both C chemokines), and

fractalkine (a CX₃C chemokine) that do not fall into either of the major chemokine subfamilies.

The chemokines bind to specific cell-surface receptors belonging to the family of G-protein-coupled seven-transmembrane-domain proteins (reviewed in: Horuk, *Trends Pharm. Sci.* **1994**, 15, 159-165) which are termed "chemokine receptors." On binding their cognate ligands, chemokine receptors transduce an intracellular signal through the associated trimeric G proteins, resulting in, among other responses, a rapid increase in intracellular calcium concentration, changes in cell shape, increased expression of cellular adhesion molecules, degranulation, and promotion of cell migration. There are at least ten human chemokine receptors that bind or respond to CC chemokines with the following characteristic patterns (reviewed in Zlotnik and Oshie *Immunity* **2000**, 12, 121): CCR-1 (or "CKR-1" or "CC-CKR-1") [MIP-1 α , MCP-3, MCP-4, RANTES] (Ben-Barruch, et al., *Cell* **1993**, 72, 415-425, and Luster, *New Eng. J. Med.* **1998**, 338, 436-445); CCR-2A and CCR-2B (or "CKR-2A"/"CKR-2B" or "CC-CKR-2A"/"CC-CKR-2B") [MCP-1, MCP-2, MCP-3, MCP-4, MCP-5] (Charo, et al., *Proc. Natl. Acad. Sci. USA* **1994**, 91, 2752-2756, and Luster, *New Eng. J. Med.* **1998**, 338, 436-445); CCR-3 (or "CKR-3" or "CC-CKR-3") [eotaxin-1, eotaxin-2, RANTES, MCP-3, MCP-4] (Combadiere, et al., *J. Biol. Chem.* **1995**, 270, 16491-16494, and Luster, *New Eng. J. Med.* **1998**, 338, 436-445); CCR-4 (or "CKR-4" or "CC-CKR-4") [TARC, MDC] (Power, et al., *J. Biol. Chem.* **1995**, 270, 19495-19500, and Luster, *New Eng. J. Med.* **1998**, 338, 436-445); CCR-5 (or "CKR-5" OR "CC-CKR-5") [MIP-1 α , RANTES, MIP-1 β] (Sanson, et al., *Biochemistry* **1996**, 35, 3362-3367); CCR-6 (or "CKR-6" or "CC-CKR-6") [LARC] (Baba, et al., *J. Biol. Chem.* **1997**, 272, 14893-14898); CCR-7 (or "CKR-7" or "CC-CKR-7") [ELC] (Yoshie et al., *J.*

Leukoc. Biol. **1997**, 62, 634-644); CCR-8 (or "CKR-8" or "CC-CKR-8") [I-309] (Napolitano et al., *J. Immunol.*, 1996, 157, 2759-2763); CCR-10 (or "CKR-10" or "CC-CKR-10") [MCP-1, MCP-3] (Bonini, et al., *DNA and Cell Biol.* **1997**, 16, 1249-1256); and CCR-11 [MCP-1, MCP-2, and MCP-4] (Schweickert, et al., *J. Biol. Chem.* **2000**, 275, 90550).

In addition to the mammalian chemokine receptors, mammalian cytomegaloviruses, herpesviruses and poxviruses have been shown to express, in infected cells, proteins with the binding properties of chemokine receptors (reviewed in: Wells and Schwartz, *Curr. Opin. Biotech.* **1997**, 8, 741-748). Human CC chemokines, such as RANTES and MCP-3, can cause rapid mobilization of calcium via these virally encoded receptors. Receptor expression may be permissive for infection by allowing for the subversion of normal immune system surveillance and response to infection. Additionally, human chemokine receptors, such as CXCR4, CCR2, CCR3, CCR5 and CCR8, can act as co-receptors for the infection of mammalian cells by microbes as with, for example, the human immunodeficiency viruses (HIV).

The chemokines and their cognate receptors have been implicated as being important mediators of inflammatory, infectious, and immunoregulatory disorders and diseases, including asthma and allergic diseases, as well as autoimmune pathologies such as rheumatoid arthritis and atherosclerosis (reviewed in: P. H. Carter, *Current Opinion in Chemical Biology* **2002**, 6, 510; Trivedi, et al, *Ann. Reports Med. Chem.* **2000**, 35, 191; Saunders and Tarby, *Drug Disc. Today* **1999**, 4, 80; Premack and Schall, *Nature Medicine* **1996**, 2, 1174). For example, the chemokine monocyte chemoattractant-1 (MCP-1) and its receptor CC Chemokine Receptor 2 (CCR-2) play a pivotal

role in attracting leukocytes to sites of inflammation and in subsequently activating these cells. When the chemokine MCP-1 binds to CCR-2, it induces a rapid increase in intracellular calcium concentration,

5 increased expression of cellular adhesion molecules, cellular degranulation, and the promotion of leukocyte migration. Demonstration of the importance of the MCP-1/CCR-2 interaction has been provided by experiments with genetically modified mice. MCP-1 $-/-$ mice had normal

10 numbers of leukocytes and macrophages, but were unable to recruit monocytes into sites of inflammation after several different types of immune challenge (Bao Lu, et al., *J. Exp. Med.* **1998**, 187, 601). Likewise, CCR-2 $-/-$ mice were unable to recruit monocytes or produce

15 interferon- γ when challenged with various exogenous agents; moreover, the leukocytes of CCR-2 null mice did not migrate in response to MCP-1 (Landin Boring, et al., *J. Clin. Invest.* **1997**, 100, 2552), thereby demonstrating the specificity of the MCP-1/CCR-2 interaction. Two

20 other groups have independently reported equivalent results with different strains of CCR-2 $-/-$ mice (William A. Kuziel, et al., *Proc. Natl. Acad. Sci. USA* **1997**, 94, 12053, and Takao Kurihara, et al., *J. Exp. Med.* **1997**, 186, 1757). The viability and generally normal health of

25 the MCP-1 $-/-$ and CCR-2 $-/-$ animals is noteworthy, in that disruption of the MCP-1/CCR-2 interaction does not induce physiological crisis. Taken together, these data lead one to the conclusion that molecules that block the actions of MCP-1 would be useful in treating a number of

30 inflammatory and autoimmune disorders. This hypothesis has now been validated in a number of different animal disease models, as described below.

It is known that MCP-1 is upregulated in patients with rheumatoid arthritis (Alisa Koch, et al., *J. Clin.*

Invest. 1992, 90, 772 - 779). Moreover, several studies have demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in treating rheumatoid arthritis. A DNA vaccine encoding MCP-1 was
5 shown recently to ameliorate chronic polyadjuvant-induced arthritis in rats (Sawsan Youssef, et al., *J. Clin. Invest.* 2000, 106, 361). Likewise, inflammatory disease symptoms could be controlled via direct administration of antibodies for MCP-1 to rats with collagen-induced
10 arthritis (Hiroomi Ogata, et al., *J. Pathol.* 1997, 182, 106), or streptococcal cell wall-induced arthritis (Ralph C. Schimmer, et al., *J. Immunol.* 1998, 160, 1466). Perhaps most significantly, a peptide antagonist of MCP-1, MCP-1(9-76), was shown both to prevent disease onset
15 and to reduce disease symptoms (depending on the time of administration) in the MRL-lpr mouse model of arthritis (Jiang-Hong Gong, et al., *J. Exp. Med.* 1997, 186, 131).

It is known that MCP-1 is upregulated in atherosclerotic lesions, and it has been shown that
20 circulating levels of MCP-1 are reduced through treatment with therapeutic agents, plays a role in disease progression (Abdolreza Rezaie-Majd, et al, *Arterioscler. Thromb. Vasc. Biol.* 2002, 22, 1194 - 1199). Four key studies have demonstrated the potential therapeutic value
25 of antagonism of the MCP-1/CCR2 interaction in treating atherosclerosis. For example, when MCP-1 -/- mice are mated with LDL receptor-deficient mice, an 83% reduction in aortic lipid deposition was observed (Long Gu, et al., *Mol. Cell* 1998, 2, 275). Similarly, when MCP-1 was
30 genetically ablated from mice which already overexpressed human apolipoprotein B, the resulting mice were protected from atherosclerotic lesion formation relative to the MCP-1 +/+ apoB control mice (Jennifa Gosling, et al., *J. Clin. Invest.* 1999, 103, 773). Likewise, when CCR-2 -/-

mice are crossed with apolipoprotein E -/- mice, a significant decrease in the incidence of atherosclerotic lesions was observed (Landin Boring, et al, *Nature* **1998**, 394, 894). Finally, when apolipoprotein E -/- mice are
5 administered a gene encoding a peptide antagonist of CCR2, then lesion size is decreased and plaque stability is increased (W. Ni, et al. *Circulation* **2001**, 103, 2096 - 2101).

It is known that MCP-1 is upregulated in human
10 multiple sclerosis, and it has been shown that effective therapy with interferon b-1b reduces MCP-1 expression in peripheral blood mononuclear cells, suggesting that MCP-1 plays a role in disease progression (Carla Iarlori, et al., *J. Neuroimmunol.* **2002**, 123, 170 - 179). Other
15 studies have demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR-2 interaction in treating multiple sclerosis; all of these studies have been demonstrated in experimental autoimmune encephalomyelitis (EAE), the conventional animal model for multiple
20 sclerosis. Administration of antibodies for MCP-1 to animals with EAE significantly diminished disease relapse (K. J. Kennedy, et al., *J. Neuroimmunol.* **1998**, 92, 98). Furthermore, two recent reports have now shown that CCR-2 -/- mice are resistant to EAE (Brian T. Fife, et al., *J.*
25 *Exp. Med.* **2000**, 192, 899; Leonid Izikson, et al., *J. Exp. Med.* **2000**, 192, 1075).

It is known that MCP-1 is upregulated in patients who develop bronchiolitis obliterans syndrome after lung transplantation (Martine Reynaud-Gaubert, et al., *J. of*
30 *Heart and Lung Transplant.*, **2002**, 21, 721 - 730; John Belperio, et al., *J. Clin. Invest.* **2001**, 108, 547 - 556). In a murine model of bronchiolitis obliterans syndrome, administration of an antibody to MCP-1 led to attenuation of airway obliteration; likewise, CCR2 -/- mice were

resistant to airway obliteration in this same model (John Belperio, et al., *J. Clin. Invest.* **2001**, *108*, 547 - 556). These data suggest that antagonism of MCP-1/CCR2 may be beneficial in treating rejection of organs following

5 transplantation.

Other studies have demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in treating asthma. Sequestration of MCP-1 with a neutralizing antibody in ovalbumin-challenged mice
10 resulted in marked decrease in bronchial hyperresponsiveness and inflammation (Jose-Angel Gonzalo, et al., *J. Exp. Med.* **1998**, *188*, 157). It proved possible to reduce allergic airway inflammation in *Schistosoma mansoni* egg-challenged mice through the administration of
15 antibodies for MCP-1 (Nicholas W. Lukacs, et al., *J. Immunol.* **1997**, *158*, 4398). Consistent with this, MCP-1 -/- mice displayed a reduced response to challenge with *Schistosoma mansoni* egg (Bao Lu, et al., *J. Exp. Med.* **1998**, *187*, 601).

20 Other studies have demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in treating kidney disease. Administration of antibodies for MCP-1 in a murine model of glomerulonephritis resulted in a marked decrease in
25 glomerular crescent formation and deposition of type I collagen (Clare M. Lloyd, et al., *J. Exp. Med.* **1997**, *185*, 1371). In addition, MCP-1 -/- mice with induced nephrotoxic serum nephritis showed significantly less tubular damage than their MCP-1 +/+ counterparts (Gregory
30 H. Tesch, et al., *J. Clin. Invest.* **1999**, *103*, 73).

One study has demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in treating systemic lupus erythematosus. Crossing of MCP-1 -/- mice with MRL-FAS^{lpr} mice -- the latter of which have

a fatal autoimmune disease that is analogous to human systemic lupus erythematosus -- results mice that have less disease and longer survival than the wildtype MRL-FAS^{lpr} mice (Gregory H. Tesch, et al., *J. Exp. Med.* **1999**, 5 190, 1813).

One study has demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in treating colitis. CCR-2 ^{-/-} mice were protected from the effects of dextran sodium sulfate-induced colitis (Pietro G. Andres, et al., *J. Immunol.* **2000**, 164, 6303). 10

One study has demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in treating alveolitis. When rats with IgA immune complex lung injury were treated intravenously with antibodies 15 raised against rat MCP-1 (JE), the symptoms of alveolitis were partially alleviated (Michael L. Jones, et al., *J. Immunol.* **1992**, 149, 2147).

One study has demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in 20 treating cancer. When immunodeficient mice bearing human breast carcinoma cells were treated with an anti-MCP-1 antibody, inhibition of lung micrometastases and increases in survival were observed (Rosalba Salcedo, et al., *Blood* **2000**, 96, 34 - 40).

25 One study has demonstrated the potential therapeutic value of antagonism of the MCP-1/CCR2 interaction in treating restinosis. Mice deficient in CCR2 showed reductions in the intimal area and in the intima/media ratio (relative to wildtype littermates) after injury of 30 the femoral artery (Merce Roque, et al. *Arterioscler. Thromb. Vasc. Biol.* **2002**, 22, 554 - 559).

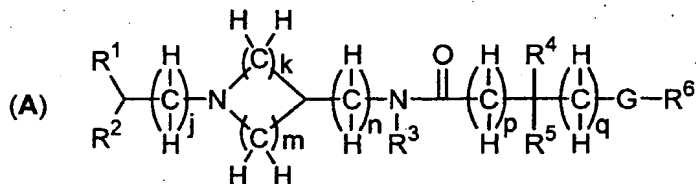
Other studies have provided evidence that MCP-1 is overexpressed in various disease states not mentioned above. These reports provide correlative evidence that

MCP-1 antagonists could be useful therapeutics for such diseases. Two reports described the overexpression of MCP-1 in the intestinal epithelial cells and bowel mucosa of patients with inflammatory bowel disease (H. C. Reinecker, et al., *Gastroenterology* **1995**, 108, 40, and Michael C. Grimm, et al., *J. Leukoc. Biol.* **1996**, 59, 804). Two reports describe the overexpression of MCP-1 rats with induced brain trauma (J. S. King, et al., *J. Neuroimmunol.* **1994**, 56, 127, and Joan W. Berman, et al., *J. Immunol.* **1996**, 156, 3017). Another study has demonstrated the overexpression of MCP-1 in rodent cardiac allografts, suggesting a role for MCP-1 in the pathogenesis of transplant arteriosclerosis (Mary E. Russell, et al. *Proc. Natl. Acad. Sci. USA* **1993**, 90, 6086). The overexpression of MCP-1 has been noted in the lung endothelial cells of patients with idiopathic pulmonary fibrosis (Harry N. Antoniades, et al., *Proc. Natl. Acad. Sci. USA* **1992**, 89, 5371). Similarly, the overexpression of MCP-1 has been noted in the skin from patients with psoriasis (M. Deleuran, et al., *J. Dermatol. Sci.* **1996**, 13, 228, and R. Gillitzer, et al., *J. Invest. Dermatol.* **1993**, 101, 127). Finally, a recent report has shown that MCP-1 is overexpressed in the brains and cerebrospinal fluid of patients with HIV-1-associated dementia (Alfredo Garzino-Demo, WO 99/46991).

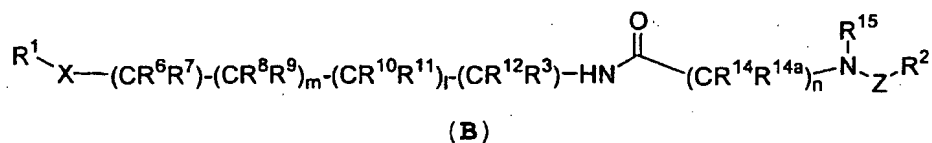
It should also be noted that CCR-2 has been implicated as a co-receptor for some strains of HIV (B. J. Doranz, et al., *Cell* **1996**, 85, 1149). It has also been determined that the use of CCR-2 as an HIV co-receptor can be correlated with disease progression (Ruth I. Connor, et al., *J. Exp. Med.* **1997**, 185, 621). This finding is consistent with the recent finding that the presence of a CCR-2 mutant, CCR2-64I, is positively correlated with delayed onset of HIV in the human

population (Michael W. Smith, et al., *Science* **1997**, 277, 959). Although MCP-1 has not been implicated in these processes, it may be that MCP-1 antagonists that act via binding to CCR-2 may have beneficial therapeutic effects in delaying the disease progression to AIDS in HIV-infected patients.

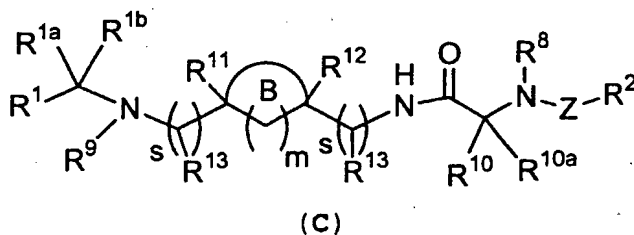
Recently, a number of groups have described the development of small molecule antagonists of MCP-1 (reviewed in: Bharat K. Trivedi, et al, *Ann. Reports Med. Chem.* **2000**, 35, 191). Workers at Teijen and Combichem reported the use of cyclic amines (**A**) as MCP-1 (Tatsuki Shiota, et al., WO 99/25686; Tatsuki Shiota, et al., WO 00/69815) and MIP-1 α (Christine Tarby and Wilna Moree, WO 00/69820) antagonists. These compounds are distinguished from those of the present invention (I) by the requirement for the central cyclic amine grouping.



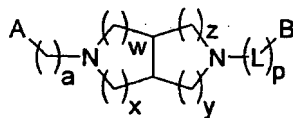
Workers at Bristol-Myers Squibb have reported the use of acyclic diamines (**B**) as MCP-1 antagonists (Percy Carter and Robert Cherney, WO-02/50019).



Workers at Bristol-Myers Squibb have reported the use of cyclic diamines (**C**) as MCP-1 antagonists (Robert Cherney, WO-02/060859).



Workers at Pfizer have reported the use of bicyclic diamines (D) as MCP-1 antagonists (Roberto Colon-Cruz, et al., WO-02/070523).



(D)

A number of other groups have also described the development of small molecule antagonists of the MCP-1/CCR-2 interaction. To date, indolopiperidines (Ian T. Forbes, et al., *Bioorg. Med. Chem. Lett.* **2000**, *10*, 1803), spiropiperidines (Tara Mirzadegan, et al., *J. Biol. Chem.* **2000**, *275*, 25562), quaternary amines (Masanori Baba, et al., *Proc. Natl. Acad. Sci.* **1999**, *96*, 5698), 2-substituted indoles (Alan Faull and Jason Kettle, WO 00/46196; Andrew John Barker, et al., WO 99/07351; Andrew John Barker, et al., WO 99/07678), pyrazolone derivatives (Janak Khimchand Padia, et al., US patent 6,011,052, 2000), 2-substituted benzimidazoles (David Thomas Connor, et al., WO 98/06703), *N, N*-dialkylhomopiperazines (T. Shiota, et al., WO 97/44329), bicyclic pyrroles (Andrew J. Barker, et al., WO 99/40913 and Andrew J. Barker, et al., WO 99/40914), and 5-aryl pentadienamides (K. G. Carson, et al., Cambridge Health Tech Institute Chemokine Symposium, McLean, VA, USA, 1999) have all been reported as MCP-1 antagonists.

The foregoing reference compounds are readily distinguished structurally from the present invention. The prior art does not disclose nor suggest the unique combination of structural fragments that embody the novel compounds described herein. Furthermore, the prior art does not disclose or suggest that the compounds of the present invention would be antagonists of MCP-1.

It should be noted that CCR-2 is also the receptor for the chemokines MCP-2, MCP-3, MCP-4, and MCP-5 (Luster, *New Eng. J. Med.* **1998**, 338, 436-445). Since the new compounds of formula (I) described herein antagonize MCP-1 by binding to the CCR-2 receptor, it may be that these compounds of formula (I) are also effective antagonists of the actions of MCP-2, MCP-3, MCP-4, and MCP-5 that are mediated by CCR-2. Accordingly, when reference is made herein to "antagonism of MCP-1," it is to be assumed that this is equivalent to "antagonism of chemokine stimulation of CCR-2."

SUMMARY OF THE INVENTION

Accordingly, the present invention provides novel antagonists or partial agonists/antagonists of MCP-1 receptor activity, or pharmaceutically acceptable salts or prodrugs thereof.

The present invention provides pharmaceutical compositions comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of at least one of the compounds of the present invention or a pharmaceutically acceptable salt or prodrug form thereof.

The present invention provides a method for treating rheumatoid arthritis, multiple sclerosis, and atherosclerosis, comprising administering to a host in need of such treatment a therapeutically effective amount of at least one of the compounds of the present invention or a pharmaceutically acceptable salt or prodrug form thereof.

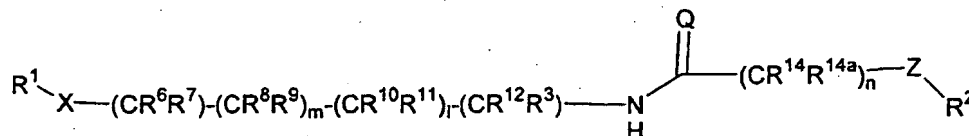
The present invention provides a method for treating inflammatory diseases, comprising administering to a host in need of such treatment a therapeutically effective amount of at least one of the compounds of the present

invention or a pharmaceutically acceptable salt or prodrug form thereof.

The present invention provides novel compounds for use in therapy.

- 5 The present invention provides the use of novel compounds for the manufacture of a medicament for the treatment of inflammatory diseases.

These and other features of the invention, which will become apparent during the following detailed
10 description, have been achieved by the inventors' discovery that compounds of formula (I):

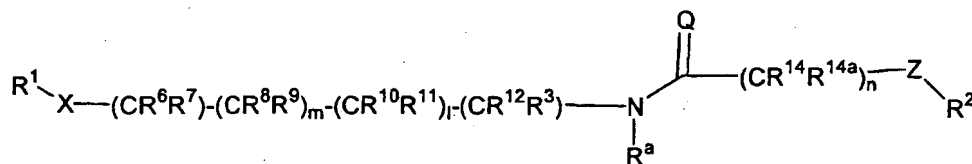


(I)

- 15 or stereoisomers or pharmaceutically acceptable salts thereof, wherein X, Z, m, n, l, R¹, R², R³, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹², R¹⁴, and R^{14a} are defined below, are effective modulators of chemokine activity.

20 DETAILED DESCRIPTION OF THE PRESENT INVENTION

[1] Thus, in a first embodiment, the present invention provides novel compounds of formula (I):



- 25 (I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

Z is selected from a bond, -C(O)-, and -C(O)NR¹⁸;

Q is selected from O or S;

X is $-\text{CHR}^{16}\text{NR}^{17}-$;

5

R^a is selected from H, methyl, and ethyl;

R^1 is selected from a C_{6-10} aryl group substituted with
0-5 R^4 and a 5-10 membered heteroaryl system
10 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^4 ;

R^2 is selected from a C_{6-10} aryl group substituted with
0-5 R^5 and a 5-10 membered heteroaryl system
15 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^5 ;

R^3 is selected from H, $(\text{CRR})_q\text{OH}$, $(\text{CRR})_q\text{SH}$, $(\text{CRR})_q\text{OR}^{3d}$,
 $(\text{CRR})_q\text{S(O)}_p\text{R}^{3d}$, $(\text{CRR})_r\text{C(O)}\text{R}^{3b}$, $(\text{CRR})_q\text{NR}^{3a}\text{R}^{3a}$,
20 $(\text{CRR})_r\text{C(O)}\text{NR}^{3a}\text{R}^{3a}$, $(\text{CRR})_r\text{C(O)}\text{NR}^{3a}\text{OR}^{3d}$,
 $(\text{CRR})_q\text{SO}_2\text{NR}^{3a}\text{R}^{3a}$, $(\text{CRR})_r\text{C(O)}\text{OR}^{3d}$, a $(\text{CRR})_r\text{-C}_{3-10}$
carbocyclic residue substituted with 0-5 R^{3e} , and a
 $(\text{CRR})_r\text{-5-10}$ membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
25 substituted with 0-3 R^{3e} ;

with the proviso that R^3 is not H if R^6 is H;

alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl
30 substituted with 0-2 R^{3g} , a 5-6 membered lactam ring
in which carbon atoms of the ring are substituted
with 0-2 R^{3g} , or a 5-6 membered lactone ring in

which carbon atoms of the ring are substituted with
0-2 R^{3g};

5 R^{3a}, at each occurrence, is independently selected from H,
methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl
substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted
with 0-3 R^{3e}, C₃₋₈ alkynyl substituted with 0-3 R^{3e},
(CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic
10 residue substituted with 0-5 R^{3e}, and a (CH₂)_r-5-10
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{3e};

15 R^{3b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{3e}, C₂₋₈ alkenyl
substituted with 0-3 R^{3e}, C₂₋₈ alkynyl substituted
with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
20 selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3c} is independently selected from -C(O)R^{3b}, -C(O)OR^{3d},
-C(O)NR^{3f}R^{3f}, and (CH₂)_rphenyl;

25 R^{3d}, at each occurrence, is independently selected from H,
methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{3e},
C₃₋₆ alkenyl substituted with 0-3 R^{3e}, C₃₋₆ alkynyl
substituted with 0-3 R^{3e}, a C₃₋₁₀ carbocyclic residue
substituted with 0-3 R^{3e}, and a (CH₂)_r-5-6 membered
30 heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and (CH₂)_rphenyl;

5

R^{3f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{3g} is selected from (CHR)_rOH, (CHR)_rSH, (CHR)_rOR^{3d},
 10 (CHR)_rS(O)_rR^{3d}, (CHR)_rC(O)R^{3b}, (CHR)_rNR^{3a}R^{3a},
 (CHR)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d},
 (CHR)_rSO₂NR^{3a}R^{3a}, (CHR)_rC(O)OR^{3d}, and a (CHR)_r-C₃₋₁₀
 carbocyclic residue substituted with 0-5 R^{3e};

15 R, at each occurrence, is independently selected from H,
 C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆
 cycloalkyl, (CHR)_rC(O)NR^{3a}R^{3a}, and (CHR)_rC(O)OR^{3d}, and
 (CH₂)_rphenyl substituted with 0-3 R^{3e}, and a
 20 (CH₂)_r-5-10 membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{3e};

R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈
 alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br,
 25 I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH,
 (CR'R')_rO(CR'R')_rR^{4d}, (CR'R')_rSH, (CR'R')_rC(O)H,
 (CR'R')_rS(CR'R')_rR^{4d}, (CR'R')_rC(O)OH,
 (CR'R')_rC(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a},
 (CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)O(CR'R')_rR^{4d},
 30 (CR'R')_rOC(O)(CR'R')_rR^{4b},
 (CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a},

- $(\text{CR}'\text{R}')_r\text{NR}^{4a}\text{C}(\text{S})\text{NR}^{4a}(\text{CR}'\text{R}')_r\text{R}^{4d}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{4a}\text{C}(\text{O})\text{NR}^{4a}\text{R}^{4a}$, $(\text{CR}'\text{R}')_r\text{C}(=\text{NR}^{4f})\text{NR}^{4a}\text{R}^{4a}$,
 $(\text{CR}'\text{R}')_r\text{NHC}(=\text{NR}^{4f})\text{NR}^{4f}\text{R}^{4f}$, $(\text{CR}'\text{R}')_r\text{S}(\text{O})_p(\text{CR}'\text{R}')_r\text{R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{S}(\text{O})_2\text{NR}^{4a}\text{R}^{4a}$, $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{S}(\text{O})_2\text{NR}^{4a}\text{R}^{4a}$,
5 $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{S}(\text{O})_2(\text{CR}'\text{R}')_r\text{R}^{4b}$, C_{1-6} haloalkyl, C_{2-8}
alkenyl substituted with 0-3 R' , C_{2-8} alkynyl
substituted with 0-3 R' , and $(\text{CR}'\text{R}')_r\text{phenyl}$
substituted with 0-3 R^{4e} ;
- 10 alternatively, two R^4 on adjacent atoms on R^1 may join to
form a cyclic acetal;
- R^{4a} , at each occurrence, is independently selected from H,
methyl substituted with 0-1 R^{4g} , C_{2-6} alkyl
15 substituted with 0-2 R^{4e} , C_{3-8} alkenyl substituted
with 0-2 R^{4e} , C_{3-8} alkynyl substituted with 0-2 R^{4e} ,
a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with
0-5 R^{4e} , and a $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic
system containing 1-4 heteroatoms selected from N,
20 O, and S, substituted with 0-2 R^{4e} ;
- R^{4b} , at each occurrence, is selected from C_{1-6} alkyl
substituted with 0-2 R^{4e} , C_{3-8} alkenyl substituted
with 0-2 R^{4e} , C_{3-8} alkynyl substituted with 0-2 R^{4e} ,
25 a $(\text{CH}_2)_r\text{C}_{3-6}$ carbocyclic residue substituted with 0-3
 R^{4e} , and a $(\text{CH}_2)_r\text{-5-6}$ membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-2 R^{4e} ;
- 30 R^{4d} , at each occurrence, is selected from C_{3-8} alkenyl
substituted with 0-2 R^{4e} , C_{3-8} alkynyl substituted

with 0-2 R^{4e} , methyl, CF_3 , C_{2-6} alkyl substituted
 with 0-3 R^{4e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue
 substituted with 0-3 R^{4e} , and a $(CH_2)_r$ -5-6 membered
 heterocyclic system containing 1-4 heteroatoms
 5 selected from N, O, and S, substituted with 0-3 R^{4e} ;

R^{4e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8}
 alkenyl, C_{2-8} alkynyl, $(CH_2)_r$ - C_{3-6} cycloalkyl, Cl, F,
 Br, I, CN, NO_2 , $(CF_2)_r$ - CF_3 , $(CH_2)_r$ - OC_{1-5} alkyl, OH, SH,
 10 $(CH_2)_r$ - SC_{1-5} alkyl, $(CH_2)_r$ - $NR^{4f}R^{4f}$, and $(CH_2)_r$ -phenyl;

R^{4f} , at each occurrence, is selected from H, C_{1-5} alkyl,
 and C_{3-6} cycloalkyl, and phenyl;

15 R^{4g} is independently selected from $-C(O)R^{4b}$, $-C(O)OR^{4d}$,
 $-C(O)NR^{4f}R^{4f}$, and $(CH_2)_r$ -phenyl;

R^5 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8}
 alkenyl, C_{2-8} alkynyl, $(CH_2)_r$ - C_{3-6} cycloalkyl, Cl, Br,
 20 I, F, NO_2 , CN, $(CR'R')_r$ - $NR^{5a}R^{5a}$, $(CR'R')_r$ -OH,
 $(CR'R')_r$ -O $(CR'R')_r$ - R^{5d} , $(CR'R')_r$ -SH, $(CR'R')_r$ -C(O)H,
 $(CR'R')_r$ -S $(CR'R')_r$ - R^{5d} , $(CR'R')_r$ -C(O)OH,
 $(CR'R')_r$ -C(O) $(CR'R')_r$ - R^{5b} , $(CR'R')_r$ -C(O) $NR^{5a}R^{5a}$,
 $(CR'R')_r$ - NR^{5f} -C(O) $(CR'R')_r$ - R^{5b} , $(CR'R')_r$ -C(O)O $(CR'R')_r$ - R^{5d} ,
 25 $(CR'R')_r$ -OC(O) $(CR'R')_r$ - R^{5b} , $(CR'R')_r$ - NR^{5f} -C(O)O $(CR'R')_r$ - R^{5d} ,
 $(CR'R')_r$ -OC(O) $NR^{5a}R^{5a}$, $(CR'R')_r$ - NR^{5a} -C(O) $NR^{5a}R^{5a}$,
 $(CR'R')_r$ -C(=NR^{5f}) $NR^{5a}R^{5a}$, $(CR'R')_r$ -NHC(=NR^{5f}) $NR^{5f}R^{5f}$,
 $(CR'R')_r$ -S(O)_p $(CR'R')_r$ - R^{5b} , $(CR'R')_r$ -S(O)₂ $NR^{5a}R^{5a}$,
 $(CR'R')_r$ - NR^{5a} -S(O)₂ $NR^{5a}R^{5a}$, $(CR'R')_r$ - NR^{5f} -S(O)₂ $(CR'R')_r$ - R^{5b} ,
 30 C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R' ,
 C_{2-8} alkynyl substituted with 0-3 R' , $(CR'R')_r$ -phenyl

substituted with 0-3 R^{5e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c};

- 5 alternatively, two R⁵ on adjacent atoms on R² may join to form a cyclic acetal;

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

25 R^{5d}, at each occurrence, is independently selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH,
 5 (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and (CH₂)_rphenyl;

R^{5f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

10 R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d}, -C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

R', at each occurrence, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and
 15 (CH₂)_rphenyl substituted with R^{5e};

R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d},
 (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a},
 20 (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a},
 (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

25

alternatively, R⁶ and R⁷ join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered ring lactone substituted with 0-2 R^{6g};

30

- R^{6a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};
- 10 R^{6b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};
- 15 R^{6d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₆ alkenyl substituted with 0-3 R^{6e}, C₃₋₆ alkynyl substituted with 0-3 R^{6e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};
- 20 R^{6e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;
- 25
- 30

R^{6f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{6g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{6d}$,
 5 $(CHR)_qS(O)_pR^{6d}$, $(CHR)_rC(O)R^{6b}$, $(CHR)_qNR^{6a}R^{6a}$,
 $(CHR)_rC(O)NR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}OR^{6d}$,
 $(CHR)_qSO_2NR^{6a}R^{6a}$, $(CHR)_rC(O)OR^{6d}$, and a $(CHR)_r-C_{3-10}$
 carbocyclic residue substituted with 0-5 R^{6e} ;

10 R^7 , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
 alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$,
 $(CRR)_qS(O)_pR^{7d}$, $(CRR)_rC(O)R^{7b}$, $(CRR)_rNR^{7a}R^{7a}$,
 $(CRR)_rC(O)NR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}OR^{7d}$,
 $(CRR)_qSO_2NR^{7a}R^{7a}$, $(CRR)_rC(O)OR^{7d}$, a $(CRR)_r-C_{3-10}$
 15 carbocyclic residue substituted with 0-5 R^{7e} , and a
 $(CRR)_r-5-10$ membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{7e} ;

20 R^{7a} , at each occurrence, is independently selected from H,
 methyl, C_{2-6} alkyl substituted with 0-3 R^{7e} , C_{3-8}
 alkenyl substituted with 0-3 R^{7e} , C_{3-8} alkynyl
 substituted with 0-3 R^{7e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a
 $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5
 25 R^{7e} , and a $(CH_2)_r-5-10$ membered heterocyclic system
 containing 1-4 heteroatoms selected from N, O, and
 S, substituted with 0-3 R^{7e} ;

R^{7b} , at each occurrence, is independently selected from
 30 C_{1-6} alkyl substituted with 0-3 R^{7e} , C_{2-8} alkenyl
 substituted with 0-3 R^{7e} , C_{2-8} alkynyl substituted

with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

5

R^{7d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

10

R^{7e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

15

R^{7f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

20

R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d}, (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d}, (CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

25

30

alternatively, R⁸ and R⁹ join to form a C₃₋₆ cycloalkyl
substituted with 0-2 R^{8g}, a 5-6 membered ring lactam
substituted with 0-2 R^{8g}, or a 5-6 membered ring
5 lactone substituted with 0-2 R^{8g};

R^{8a}, at each occurrence, is independently selected from H,
methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈
alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl
10 substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{8e};

15

R^{8b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl
substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted
with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
20 substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8d}, at each occurrence, is independently selected from H,
25 methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₆
alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl
substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue
substituted with 0-3 R^{8e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
30 selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{8f}R^{8f}$, and $(CH_2)_rphenyl$;

R^{8f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{8g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{8d}$, $(CHR)_qS(O)_pR^{8d}$, $(CHR)_rC(O)R^{8b}$, $(CHR)_qNR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}OR^{8d}$, $(CHR)_qSO_2NR^{8a}R^{8a}$, $(CHR)_rC(O)OR^{8d}$, and a $(CHR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{8e} ;

15

R^9 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{9d}$, $(CRR)_rS(O)_pR^{9d}$, $(CRR)_rC(O)R^{9b}$, $(CRR)_rNR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}OR^{9d}$, $(CRR)_rSO_2NR^{9a}R^{9a}$, $(CRR)_rC(O)OR^{9d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{9e} , and a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

25

R^{9a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{9e} , C_{3-8} alkenyl substituted with 0-3 R^{9e} , C_{3-8} alkynyl substituted with 0-3 R^{9e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{9e} , and a $(CH_2)_r-5-10$ membered heterocyclic system

30

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from
 5 C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted with 0-3 R^{9e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms
 10 selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆ alkynyl
 15 substituted with 0-3 R^{9e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

20 R^{9e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

25 R^{9f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
 30 alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{10d}, (CRR)_rS(O)_pR^{10d}, (CRR)_rC(O)R^{10b}, (CRR)_rNR^{10a}R^{10a},

(CRR)_rC(O)NR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}OR^{10d},
(CRR)_rSO₂NR^{10a}R^{10a}, (CRR)_rC(O)OR^{10d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{10e}, and a
(CRR)_r-5-10 membered heterocyclic system containing
5 1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{10e};

alternatively, R¹⁰ and R¹¹ join to form a C₃₋₆ cycloalkyl
substituted with 0-2 R^{10g}, a 5-6 membered ring lactam
10 substituted with 0-2 R^{10g}, or a 5-6 membered ring
lactone substituted with 0-2 R^{10g};

R^{10a}, at each occurrence, is independently selected from
H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₈
15 alkenyl substituted with 0-3 R^{10e}, C₃₋₈ alkynyl
substituted with 0-3 R^{10e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{10e}, and a (CH₂)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
20 S, substituted with 0-3 R^{10e};

R^{10b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{10e}, C₂₋₈ alkenyl
substituted with 0-3 R^{10e}, C₂₋₈ alkynyl substituted
25 with 0-3 R^{10e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
substituted with 0-2 R^{10e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{10e};

30 R^{10d}, at each occurrence, is independently selected from
H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3

R^{10e} , C_{3-6} alkenyl substituted with 0-3 R^{10e} , C_{3-6}
 alkynyl substituted with 0-3 R^{10e} , a C_{3-10}
 carbocyclic residue substituted with 0-3 R^{10e} , and a
 $(CH_2)_r$ -5-6 membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{10e} ;

R^{10e} , at each occurrence, is independently selected from
 C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}
 cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$,
 $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$
 alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_r$ phenyl;

R^{10f} , at each occurrence, is independently selected from
 H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{10d}$,
 $(CHR)_qS(O)_pR^{10d}$, $(CHR)_rC(O)R^{10b}$, $(CHR)_qNR^{10a}R^{10a}$,
 $(CHR)_rC(O)NR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}OR^{10d}$,
 $(CHR)_qSO_2NR^{10a}R^{10a}$, $(CHR)_rC(O)OR^{10d}$, and a $(CHR)_r$ - C_{3-10}
 carbocyclic residue substituted with 0-5 R^{10e} ;

R^{11} , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
 alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{11d}$,
 $(CRR)_rS(O)_pR^{11d}$, $(CRR)_rC(O)R^{11b}$, $(CRR)_rNR^{11a}R^{11a}$,
 $(CRR)_rC(O)NR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}OR^{11d}$,
 $(CRR)_rSO_2NR^{11a}R^{11a}$, $(CRR)_rC(O)OR^{11d}$, a $(CRR)_r$ - C_{3-10}
 carbocyclic residue substituted with 0-5 R^{11e} , and a
 $(CRR)_r$ -5-10 membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{11e} ;

R^{11a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₈ alkenyl substituted with 0-3 R^{11e}, C₃₋₈ alkynyl substituted with 0-3 R^{11e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₈ alkenyl substituted with 0-3 R^{11e}, C₂₋₈ alkynyl substituted with 0-3 R^{11e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{11e}, C₃₋₆ alkenyl substituted with 0-3 R^{11e}, C₃₋₆ alkynyl substituted with 0-3 R^{11e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,

(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is independently selected from
 5 H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹² is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d},
 (CRR)_qS(O)_pR^{12d}, (CRR)_rC(O)R^{12b}, (CRR)_rNR^{12a}R^{12a},
 10 (CRR)_rC(O)NR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}OR^{12d},
 (CRR)_qSO₂NR^{12a}R^{12a}, (CRR)_rC(O)OR^{12d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a
 (CRR)_r-5-10 membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 15 substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from
 H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₈ alkenyl substituted with 0-3 R^{12e}, C₃₋₈ alkynyl
 20 substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆ cycloalkyl, a
 (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a (CH₂)_r-5-10 membered heterocyclic system
 containing 1-4 heteroatoms selected from N, O, and
 S, substituted with 0-3 R^{12e};

25 R^{12b}, at each occurrence, is independently selected from
 C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈ alkenyl substituted with 0-3 R^{12e}, C₂₋₈ alkynyl substituted with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
 30 substituted with 0-2 R^{12e}, and a (CH₂)_r-5-6 membered

heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{12e};

5 R^{12d}, at each occurrence, is independently selected from
H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e}, C₃₋₆
alkynyl substituted with 0-3 R^{12e}, a C₃₋₁₀
carbocyclic residue substituted with 0-3 R^{12e}, and a
10 (CH₂)_r-5-6 membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
15 cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl,
20 and C₃₋₆ cycloalkyl;

R¹⁴ and R^{14a} are independently selected from H, and
C₁₋₄alkyl substituted with 0-1 R^{14b}, and F;

25 alternatively, R¹⁴ and R^{14a} can join to form a C₃₋₆
cycloalkyl;

R^{14b}, at each occurrence, is independently selected from
-OH, -SH, -NR^{14c}R^{14c}, -C(O)NR^{14c}R^{14c}, -NHC(O)R^{14c} and
30 phenyl;

R^{14c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3 R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3 R^{16a};

- 5 R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

- 10 R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

R¹⁸ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

n is selected from 0, 1, and 2;

15

l is selected from 0 and 1;

m is selected from 0 and 1;

- 20 p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4;
and

- 25 r, at each occurrence, is selected from 0, 1, 2, 3, or 4.

In another embodiment, the present invention is directed to compounds of formula (I) wherein

- 30 R¹⁴ and R^{14a} are independently selected from H, and C₁₋₄alkyl substituted with 0-1 R^{14b},

alternatively, R¹⁴ and R^{14a} can join to form a C₃₋₆ cycloalkyl.

[3] Thus, in a another embodiment, the present invention provides novel compounds of formula (I):

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1 R^{16a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C₃₋₄ cycloalkyl substituted with 0-3 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R^{16c} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, and cyclohexyl; and

R¹⁷ is selected from H, methyl, ethyl, propyl, and i-propyl.

[4] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

R⁹ and R¹¹ are H; and

R⁸ and R¹⁰ are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl.

[5] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

R^3 is selected from $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$,
 $(CRR)_qS(O)_pR^{3d}$, $(CRR)_rC(O)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$,
 $(CRR)_rC(O)NR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}OR^{3d}$,
5 $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(O)OR^{3d}$, a $(CRR)_r-C_{3-10}$
carbocyclic residue substituted with 0-5 R^{3e} , and a
 $(CRR)_r-5-10$ membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{3e} wherein the heterocyclic
10 system is selected from pyridinyl, thiophenyl,
furanyl, indazolyl, benzothiazolyl, benzimidazolyl,
benzothiophenyl, benzofuranyl, benzoxazolyl,
benzisoxazolyl, quinolinyl, isoquinolinyl,
imidazolyl, indolyl, indolinyl, isoindolyl,
15 isothiadiazolyl, isoxazolyl, piperidinyl,
pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl,
tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-
triazolyl, tetrazolyl, thiadiazolyl, thiazolyl,
oxazolyl, pyrazinyl, and pyrimidinyl;
20

R^6 is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$,
 $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_qNR^{6a}R^{6a}$,
 $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$,
 $(CRR)_qSO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r-C_{6-10}$
25 carbocyclic residue substituted with 0-5 R^{6e} , and a
 $(CRR)_r-5-10$ membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-6 R^{6e} wherein the heterocyclic
system is selected from pyridinyl, thiophenyl,
30 furanyl, indazolyl, benzothiazolyl, benzimidazolyl,
benzothiophenyl, benzofuranyl, benzoxazolyl,
benzisoxazolyl, quinolinyl, isoquinolinyl,

imidazolyl, indolyl, indolinyl, isoindolyl,
isothiadiazolyl, isoxazolyl, piperidinyl,
pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl,
tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,6-
5 triazolyl, tetrazolyl, thiadiazolyl, thiazolyl,
oxazolyl, pyrazinyl, and pyrimidinyl;

R⁷ is H;

10 R¹² is selected from H, methyl, ethyl, and propyl;

alternatively, R³ and R¹² join to form a C₃₋₆ cycloalkyl
substituted with 0-2 R^{3g}, a 5-6 membered lactam ring
substituted with 0-2 R^{3g}, or a 5-6 membered lactone
15 ring substituted with 0-2 R^{3g}; and

m + 1 is equal to 0 or 1.

[6] In another embodiment, the present invention
20 provides novel compounds of formula (I), wherein:

R¹ is selected from phenyl substituted with 0-3 R⁴ and a
5-10 membered heteroaryl system substituted with 0-3
R⁴, wherein the heteroaryl is selected from
25 benzimidazolyl, benzofuranyl, benzothiofuranyl,
benzoxazolyl, benzthiazolyl, benztriazolyl,
benztetrazolyl, benzisoxazolyl, benzisothiazolyl,
benzimidazalonyl, cinnolinyl, furanyl, imidazolyl,
indazolyl, indolyl, isoquinolinyl isothiazolyl,
30 isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl,
pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl,
quinazolinyl, quinolinyl, thiazolyl, thienyl, and
tetrazolyl;

R² is selected from phenyl substituted with 0-3 R⁵ and a
 5-10 membered heteroaryl system containing 1-4
 heteroatoms substituted with 0-3 R⁵, wherein the
 heteroaryl system is selected from benzimidazolyl,
 benzofuranyl, benzothiofuranyl, benzoxazolyl,
 benzthiazolyl, benztriazolyl, benztetrazolyl,
 benzisoxazolyl, benzisothiazolyl, benzimidazalonyl,
 cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl,
 isoquinolinyl isothiazolyl, isoxazolinyl,
 isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl,
 pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl,
 quinazolinyl, quinolinyl, thiazolyl, thienyl, and
 tetrazolyl.

[7] In another embodiment, the present invention
 provides novel compounds of formula (I), wherein:

R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈
 alkenyl, C₂₋₈ alkynyl, (CR'R')_rC₃₋₆ cycloalkyl, Cl,
 Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH,
 (CR'R')_rOR^{4d}, (CR'R')_rSH, (CR'R')_rSR^{4d},
 (CR'R')_rC(O)OH, (CR'R')_rC(O)R^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a},
 (CR'R')_rNR^{4f}C(O)R^{4b}, (CR'R')_rC(O)OR^{4d},
 (CR'R')_rOC(O)R^{4b}, (CR'R')_rNR^{4f}C(O)OR^{4d},
 (CR'R')_rOC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a},
 (CR'R')_rS(O)_pR^{4b}, (CR'R')_rS(O)₂NR^{4a}R^{4a},
 (CR'R')_rNR^{4f}S(O)₂R^{4b}, (CR'R')_rNR^{4f}S(O)₂NR^{4a}R^{4a}, C₁₋₆
 haloalkyl, and (CR'R')_rphenyl substituted with 0-3
 R^{4e};

alternatively, two R⁴ on adjacent atoms join to form
-O-(CH₂)-O-;

5 R^{4a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

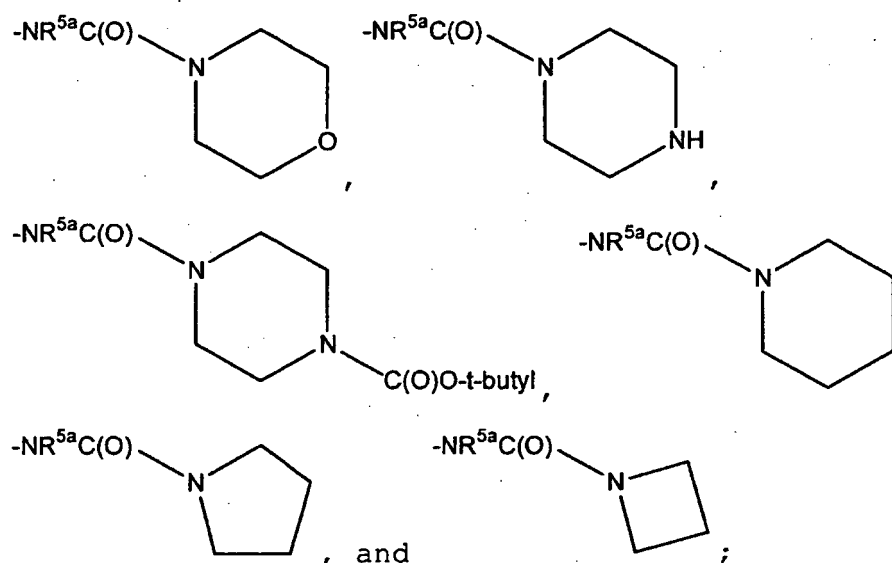
10 R^{4b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{4e}, wherein the carbocyclic residue is selected from
15 cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl,
20 furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl,
25 pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{4d}, at each occurrence, is selected from H, methyl, CF₃,
30 ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH,
 5 (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

R^{4f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;
 10

R⁵, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, (CR'R')_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rOR^{5d},
 15 (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rSR^{5d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)R^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5f}C(O)R^{5b}, (CR'R')_rC(O)OR^{5d}, (CR'R')_rOC(O)R^{5b}, (CR'R')_rNR^{5f}C(O)OR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a},
 20 (CR'R')_rNR^{7a}C(O)NR^{7a}R^{7a}, (CR'R')_rNR^{7a}C(O)O(CR'R')_rR^{7d}, (CR'R')_rS(O)_pR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5f}S(O)₂R^{5b}, C₁₋₆ haloalkyl, and (CHR')_rphenyl substituted with 0-3 R^{5e}, a (CRR)_r-5-10 membered heterocyclic system containing 1-4
 25 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c},



5 alternatively, two R^5 on adjacent atoms join to form
 $-O-(CH_2)-O-$;

R^{5a} , at each occurrence, is independently selected from H,
 methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-
 10 butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and
 a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with
 0-1 R^{5e} , wherein the carbocyclic residue is selected
 from cyclopropyl, cyclobutyl, cyclopentyl,
 cyclohexyl, phenyl and naphthyl;

15

R^{5b} , at each occurrence, is selected from methyl, ethyl,
 propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl,
 pentyl, hexyl, allyl, propargyl, a $(CH_2)_r-C_{3-6}$
 carbocyclic residue selected from cyclopropyl,
 20 cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and
 a $(CH_2)_r-5-6$ membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S, wherein
 the heterocyclic system is selected from pyridinyl,
 thiophenyl, furanyl, indazolyl, azetidyl,
 25 benzothiazolyl, benzimidazolyl, benzothiophenyl,

benzofuranyl, benzoxazolyl, benzisoxazolyl,
 quinolinyl, isoquinolinyl, imidazolyl, indolyl,
 indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl,
 morphlinyl, piperidinyl, pyrrolyl, 2,5-
 5 dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-
 triazolyl, tetrazolyl, thiadiazolyl, thiazolyl,
 oxazolyl, pyrazinyl, and pyrimidinyl;

10 R^{5d}, at each occurrence, is selected from H, methyl, CF₃,
 ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-
 butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-
 C₃₋₆ carbocyclic residue selected from cyclopropyl,
 cyclobutyl, cyclopentyl and cyclohexyl;

15 R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
 alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F,
 Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH,
 (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl; and

20 R^{5f}, at each occurrence, is selected from H, methyl,
 ethyl, propyl, i-propyl, butyl, and cyclopropyl,
 cyclobutyl, and phenyl.

25 [8] In another embodiment, the present invention
 provides novel compounds of formula (I), wherein:

R⁵ is selected from methyl, ethyl, propyl, i-propyl,
 butyl, i-butyl, s-butyl, pentyl, hexyl, CF₃, CF₂CF₃,
 CF₂H, OCF₃, Cl, Br, I, F, SCF₃, NR^{5a}R^{5a}, NHC(O)OR^{5a},
 30 NHC(O)R^{5b}, and NHC(O)NHR^{5a}; and

R¹² is selected from H and methyl.

[9] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

X is $-\text{CHR}^{16}\text{NR}^{17}-$;

R^1 is selected from phenyl substituted with 0-3 R^4 , and a 5-10 membered heteroaryl system substituted with 0-2 R^4 , wherein the heteroaryl is selected from indolyl, and pyridyl;

R^2 is phenyl substituted with 0-2 R^5 ;

R^3 is selected from $(\text{CRR})_q\text{OH}$, $(\text{CRR})_q\text{OR}^{3d}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{3a}\text{R}^{3a}$, $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{3a}\text{OR}^{3d}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{3b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{3d}$, and (CH_2) -phenyl;

R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl, CH_2CF_3 , $\text{C}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{OH}$, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

R⁴ is selected from methyl, ethyl, propyl, i-propyl,
butyl, ethylene, OCH₃, OCF₃, SCH₃, SO₂CH₃, Cl, F, Br,
CN;

5 alternatively, two R⁴ join to form -O-(CH₂)-O-;

R⁶ is selected from H, methyl, ethyl, propyl, i-propyl,
butyl, C(O)OCH₃, C(O)NHCH₂CH₃;

10 R⁷ is H;

R¹⁶ is selected from H and methyl;

R¹⁷ is selected from H and methyl;

15

m is 0 ;

l is 0

20 r is 0 or 1; and

q is 1.

[10] In another embodiment, the present invention
25 provides novel compounds of formula (I), wherein the
compound is selected from the compounds of Table 1.

In another embodiment, the present invention is
directed to a pharmaceutical composition, comprising a
30 pharmaceutically acceptable carrier and a therapeutically
effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed to a method for modulation of chemokine or chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed to a method for modulation of CCR-2 receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed to a method for modulation of MCP-1, MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is mediated by the CCR2 receptor comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed to a method for modulation of MCP-1 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed to a method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I), said disorders being selected from osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis,

physically- or chemically-induced brain trauma,
inflammatory bowel disease, alveolitis, colitis, systemic
lupus erythematosus, nephrotoxic serum nephritis,
glomerularnephritis, asthma, multiple sclerosis,
5 artherosclerosis, rheumatoid arthritis, restinosis, organ
transplantation, and cancer.

In another embodiment, the present invention is
directed to a method for treating disorders, comprising
10 administering to a patient in need thereof a
therapeutically effective amount of a compound of Formula
(I), wherein said disorders being selected from
psoriasis, idiopathic pulmonary fibrosis, transplant
arteriosclerosis, physically- or chemically-induced brain
15 trauma, inflammatory bowel disease, alveolitis, colitis,
systemic lupus erythematosus, nephrotoxic serum
nephritis, glomerularnephritis, asthma, multiple
sclerosis, artherosclerosis, and rheumatoid arthritis,
restinosis, organ transplantation, and cancer.

20

In another embodiment, the present invention is
directed to a method for treating disorders, comprising
administering to a patient in need thereof a
therapeutically effective amount of a compound of Formula
25 (I), wherein said disorders being selected from
alveolitis, colitis, systemic lupus erythematosus,
nephrotoxic serum nephritis, glomerularnephritis, asthma,
multiple sclerosis, artherosclerosis, and rheumatoid
arthritis, restinosis, organ transplantation, and cancer.

30

In another embodiment, the present invention is
directed to a method for treating disorders, comprising
administering to a patient in need thereof a
therapeutically effective amount of a compound of Formula

(I), wherein said disorders being selected from asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

5 In another embodiment, the present invention is directed to a method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I), wherein said disorders being selected from
10 restinosis, organ transplantation, and cancer.

 In another embodiment, the present invention is directed to a method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a
15 therapeutically effective amount of a compound of Formula (I).

 In another embodiment, the present invention is directed to a method for treating multiple sclerosis,
20 comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

 In another embodiment, the present invention is directed to a method for treating arteriosclerosis,
25 comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

30 In another embodiment, the present invention is directed to a method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed to a method for treating restinosis, comprising administering to a patient in need thereof a
5 therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed to a method for treating organ transplantation,
10 comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed to a method for treating cancer, comprising
15 administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

20 In another embodiment, the present invention is directed to a method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

25 In another embodiment, the present invention is directed to a method for treating inflammatory diseases which are at least partially mediated by CCR-2, comprising administering to a patient in need thereof a
30 therapeutically effective amount of a compound of Formula (I).

In another embodiment, the present invention is directed to a method for modulation of CCR2 activity

comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Formula (I).

5 In another embodiment, the present invention is directed the use of a compound of Formula (I) in the preparation of a medicament for the treatment of osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune
10 diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum
15 nephritis, glomerularnephritis, asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

In another embodiment, the present invention is directed to a compound of formula (I) for use in therapy.
20

In another embodiment, X is $-\text{CHR}^{16}\text{NR}^{17}-$; and

R^{16} is selected from H, C_{1-4} alkyl substituted with 0-1 R^{16a} , wherein the alkyl is selected from methyl,
25 ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C_{3-4} cycloalkyl substituted with 0-3 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

30 R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, $-\text{NR}^{16c}\text{R}^{16c}$, $-\text{C}(\text{O})\text{NR}^{16c}\text{R}^{16c}$, and $-\text{NHC}(\text{O})\text{R}^{16c}$; and

R¹⁷ is selected from H, methyl, ethyl, propyl, and i-propyl.

In another embodiment, R⁷, R⁸, R⁹, and R¹¹ are H;

5

R¹⁰ is selected from H and methyl;

R¹⁶ is selected from H and methyl;

10 R¹⁷ is selected from H and methyl;

m is 0 or 1; and

l is 0 or 1.

15

In another embodiment, R³ is selected from (CRR)_qOH,

(CRR)_qSH, (CRR)_qOR^{3d}, (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b},

(CRR)_qNR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},

(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀

20 carbocyclic residue substituted with 0-5 R^{3e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S,

substituted with 0-3 R^{3e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl,

25 furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl,

benzisoxazolyl, quinolinyl, isoquinolinyl,

imidazolyl, indolyl, indolinyl, isoindolyl,

isothiadiazolyl, isoxazolyl, piperidinyl,

30 pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl,

tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl,

pyrazinyl, and pyrimidinyl;

alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{3g} , a C_{5-6} lactam substituted with 0-2 R^{3g} , or a C_{5-6} lactone substituted with 0-2 R^{3g} .

5

In another embodiment, R^3 is selected from $(CRR)_qOH$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$, $(CH_2)C(O)R^{3b}$, $(CH_2)_rC(O)OR^{3d}$, and (CH_2) -phenyl.

- 10 In another embodiment, R^3 is H and R^6 is selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_rNR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)SO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r-C_{3-10}$
- 15 carbocyclic residue substituted with 0-5 R^{6e} , and a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} .

- 20 In another embodiment, R^6 is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_qNR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)_qSO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r-C_{6-10}$
- 25 carbocyclic residue substituted with 0-5 R^{6e} , and a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-6 R^{6e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl,
- 30 benzisoxazolyl, quinolinyl, isoquinolinyl,

imidazolyl, indolyl, indolinyl, isoindolyl,
isothiadiazolyl, isoxazolyl, piperidinyl,
pyrrazolyl, 1,2,4-triazolyl, 1,2,6-triazolyl,
tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl,
5 pyrazinyl, and pyrimidinyl.

In another embodiment, R¹ is selected from phenyl
substituted with 0-3 R⁴ and a 5-10 membered
heteroaryl system substituted with 0-3 R⁴, wherein
10 the heteroaryl is selected from benzimidazolyl,
benzofuranyl, benzothiofuranyl, benzoxazolyl,
benzthiazolyl, benztriazolyl, benztetrazolyl,
benzisoxazolyl, benzisothiazolyl, benzimidazalonyl,
cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl,
15 isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl,
pyrazinyl, pyrazolyl, pyridazinyl, pyridyl,
pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl,
quinolinyl, thiazolyl, thienyl, and tetrazolyl.

20 In another embodiment, R¹ is selected from phenyl
substituted with 0-2 R⁴, indolyl, and pyridyl.

In another embodiment, R² is selected from phenyl
substituted with 0-3 R⁵ and a 5-10 membered
25 heteroaryl system containing 1-4 heteroatoms
substituted with 0-3 R⁵, wherein the heteroaryl
system is selected from benzimidazolyl,
benzofuranyl, benzothiofuranyl, benzoxazolyl,
benzthiazolyl, benztriazolyl, benztetrazolyl,
30 benzisoxazolyl, benzisothiazolyl, benzimidazalonyl,
cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl,
isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl,
pyrazinyl, pyrazolyl, pyridazinyl, pyridyl,

pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl,
quinolinyl, thiazolyl, thienyl, and tetrazolyl.

In another embodiment, R² is phenyl substituted with 0-2
5 R⁵.

In another embodiment, R⁴, at each occurrence, is
selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl,
(CR'R')_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN,
10 (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH, (CR'R')_rOR^{4d}, (CR'R')_rSH,
(CR'R')_rSR^{4d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)R^{4b},
(CR'R')_rC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{4f}C(O)R^{4b},
(CR'R')_rC(O)OR^{4d}, (CR'R')_rOC(O)R^{4b},
(CR'R')_rNR^{4f}C(O)OR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a},
15 (CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR'R')_rS(O)_pR^{4b},
(CR'R')_rS(O)₂NR^{4a}R^{4a}, (CR'R')_rNR^{4f}S(O)₂R^{4b},
(CR'R')_rNR^{4f}S(O)₂NR^{4a}R^{4a}, C₁₋₆ haloalkyl, and
(CR'R')_rphenyl substituted with 0-3 R^{4e};

20 alternatively, two R⁴ on adjacent atoms join to form
-O-(CH₂)-O-;

R^{4a}, at each occurrence, is independently selected from H,
methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-
25 butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and
a (CH₂)_r-C₃₋₆ carbocyclic residue selected from
cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4b}, at each occurrence, is selected from methyl, ethyl,
30 propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl,
pentyl, hexyl, allyl, propargyl, a (CH₂)_r-C₃₋₆
carbocyclic residue substituted with 0-3 R^{4e}, wherein

the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a $(\text{CH}_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e} , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{4d} , at each occurrence, is selected from H, methyl, CF_3 , ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(\text{CH}_2)_r$ - C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{4e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{4f}\text{R}^{4f}$, and $(\text{CH}_2)_r\text{phenyl}$;

R^{4f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

In another embodiment, R^4 is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH_3 , OCF_3 , SCH_3 , SO_2CH_3 , Cl, F, Br, and CN;

alternatively, two R⁴ join to form -O-(CH₂)-O-.

In another embodiment, R⁵, at each occurrence, is

- 5 selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, (CR'R')_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rOR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rSR^{5d}, (CR'R')_rC(O)OH,
- 10 (CR'R')_rC(O)R^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5f}C(O)R^{5b}, (CR'R')_rC(O)OR^{5d}, (CR'R')_rOC(O)R^{5b}, (CR'R')_rNR^{5f}C(O)OR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rNR^{7a}C(O)NR^{7a}R^{7a}, (CR'R')_rNR^{7a}C(O)O(CR'R')_rR^{7d},
- 15 (CR'R')_rS(O)_pR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5f}S(O)₂R^{5b}, C₁₋₆ haloalkyl, and (CHR')_rphenyl substituted with 0-3 R^{5e};

alternatively, two R⁵ on adjacent atoms join to form

- 20 -O-(CH₂)-O-;

- R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and
- 25 a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

- R^{5b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl,
- 30 pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{5d}, at each occurrence, is selected from H, methyl, CF₃, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl; and

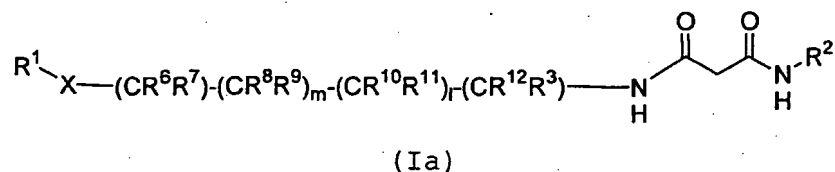
R^{5f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

In another embodiment, R⁵ is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF₃, CF₂CF₃, CF₂H, OCF₃, Cl, Br, I, F, SCF₃, NR^{5a}R^{5a}, NHC(O)OR^{5a}, NHC(O)R^{5b}, and NHC(O)NHR^{5a}.

In another embodiment, Z is a bond and R² is a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁷ wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, phthalazinyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyridinyl, pyrimidinyl, pyrrolyl,

quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl.

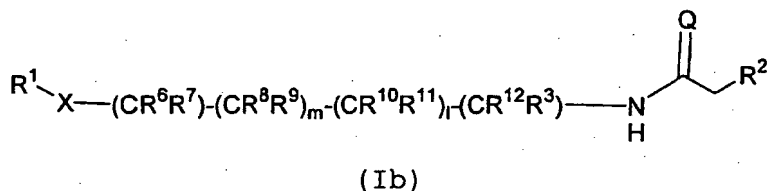
In another embodiment, the compound is of the
5 formula (Ia)



and R² is phenyl substituted with 0-3 R⁷.

10

In another embodiment, the compound is of formula
(Ib)



15

and R² is a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁷ wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazolonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, phthalazinyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl.

20

25

In another embodiment, the present invention is directed
30 to a compound of formula (I) wherein

Z is selected from a bond and -C(O)NH;

X is -CH₂NH-;

5

R^a is H;

R⁷, R⁸, R⁹, and R¹¹ are H;

10 R¹⁰ is selected from H and methyl;

R¹⁴ and R^{14a} are independently selected from H, methyl,
and F;

15 alternatively, R¹⁴ and R^{14a} can join to form a C₃₋₆
cycloalkyl;

R¹⁶ is selected from H and methyl; and

20 R¹⁷ is selected from H and methyl.

In another embodiment, the present invention is directed the use of a compound of Formula (I) in the
25 preparation of a medicament for the treatment of
osteoarthritis, aneurism, fever, cardiovascular effects,
Crohn's disease, congestive heart failure, autoimmune
diseases, HIV-infection, HIV-associated dementia,
psoriasis, idiopathic pulmonary fibrosis, transplant
30 arteriosclerosis, physically- or chemically-induced brain
trauma, inflammatory bowel disease, alveolitis, colitis,
systemic lupus erythematosus, nephrotoxic serum

nephritis, glomerularnephritis, asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

In another embodiment, the present invention is
5 directed to a compound of formula (I) for use in therapy.

The invention may be embodied in other specific forms without departing from the spirit or essential attributes thereof. This invention also encompasses all
10 combinations of preferred aspects of the invention noted herein. It is understood that any and all embodiments of the present invention may be taken in conjunction with any other embodiment to describe additional even more preferred embodiments of the present invention.
15 Furthermore, any elements of an embodiment are meant to be combined with any and all other elements from any of the embodiments to describe additional embodiments.

DEFINITIONS

20 The compounds herein described may have asymmetric centers. Compounds of the present invention containing an asymmetrically substituted atom may be isolated in optically active or racemic forms. It is well known in the art how to prepare optically active forms, such as by
25 resolution of racemic forms or by synthesis from optically active starting materials. Many geometric isomers of olefins, C=N double bonds, and the like can also be present in the compounds described herein, and all such stable isomers are contemplated in the present
30 invention. Cis and trans geometric isomers of the compounds of the present invention are described and may be isolated as a mixture of isomers or as separated isomeric forms. All chiral, diastereomeric, racemic forms and all geometric isomeric forms of a structure are

intended, unless the specific stereochemistry or isomeric form is specifically indicated.

One enantiomer of a compound of Formula I may display superior activity compared with the other. Thus, all of the stereochemistries are considered to be a part of the present invention. When required, separation of the racemic material can be achieved by HPLC using a chiral column or by a resolution using a resolving agent such as camphonic chloride as in Steven D. Young, et al, *Antimicrobial Agents and Chemotherapy*, 1995, 2602-2605.

The term "substituted," as used herein, means that any one or more hydrogens on the designated atom or ring is replaced with a selection from the indicated group, provided that the designated atom's or ring atom's normal valency is not exceeded, and that the substitution results in a stable compound. When a substituent is keto (i.e., =O), then 2 hydrogens on the atom are replaced.

When any variable (e.g., R^{10}) occurs more than one time in any constituent or formula for a compound, its definition at each occurrence is independent of its definition at every other occurrence. Thus, for example, if a group is shown to be substituted with 0-2 R^{10} , then said group may optionally be substituted with up to two R^{10} groups and R^{10} at each occurrence is selected independently from the definition of R^{10} . Also, combinations of substituents and/or variables are permissible only if such combinations result in stable compounds.

When a bond to a substituent is shown to cross a bond connecting two atoms in a ring, then such substituent may be bonded to any atom on the ring. When a substituent is listed without indicating the atom via which such substituent is bonded to the rest of the compound of a given formula, then such substituent may be

bonded via any atom in such substituent. Combinations of substituents and/or variables are permissible only if such combinations result in stable compounds.

As used herein, "C₁₋₈ alkyl" is intended to include
5 both branched and straight-chain saturated aliphatic hydrocarbon groups having the specified number of carbon atoms, examples of which include, but are not limited to, methyl, ethyl, n-propyl, i-propyl, n-butyl, i-butyl, sec-butyl, t-butyl, pentyl, and hexyl. C₁₋₈ alkyl, is intended
10 to include C₁, C₂, C₃, C₄, C₅, C₆, C₇, and C₈ alkyl groups. "Alkenyl" is intended to include hydrocarbon chains of either a straight or branched configuration and one or more unsaturated carbon-carbon bonds which may occur in any stable point along the chain, such as ethenyl,
15 propenyl, and the like. "Alkynyl" is intended to include hydrocarbon chains of either a straight or branched configuration and one or more unsaturated triple carbon-carbon bonds which may occur in any stable point along the chain, such as ethynyl, propynyl, and the like. "C₃₋₆
20 cycloalkyl" is intended to include saturated ring groups having the specified number of carbon atoms in the ring, including mono-, bi-, or poly-cyclic ring systems, such as cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and cycloheptyl in the case of C₇ cycloalkyl. C₃₋₆ cycloalkyl,
25 is intended to include C₃, C₄, C₅, and C₆ cycloalkyl groups

"Halo" or "halogen" as used herein refers to fluoro, chloro, bromo, and iodo; and "haloalkyl" is intended to include both branched and straight-chain saturated
30 aliphatic hydrocarbon groups, for example CF₃, having the specified number of carbon atoms, substituted with 1 or more halogen (for example -C_vF_w where v = 1 to 3 and w = 1 to (2v+1)).

As used herein, the term "5-6-membered cyclic ketal" is intended to mean 2,2-disubstituted 1,3-dioxolane or 2,2-disubstituted 1,3-dioxane and their derivatives.

As used herein, "carbocycle" or "carbocyclic residue" is intended to mean any stable 3, 4, 5, 6, or 7-membered monocyclic or bicyclic or 7, 8, 9, 10, 11, 12, or 13-membered bicyclic or tricyclic, any of which may be saturated, partially unsaturated, or aromatic. Examples of such carbocycles include, but are not limited to, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, adamantyl, cyclooctyl, [3.3.0]bicyclooctane, [4.3.0]bicyclononane, [4.4.0]bicyclodecane (decalin), [2.2.2]bicyclooctane, fluorenyl, phenyl, naphthyl, indanyl, adamantyl, or tetrahydronaphthyl (tetralin).

As used herein, the term "heterocycle" or "heterocyclic system" is intended to mean a stable 5, 6, or 7-membered monocyclic or bicyclic or 7, 8, 9, or 10-membered bicyclic heterocyclic ring which is saturated, partially unsaturated or unsaturated (aromatic), and which consists of carbon atoms and 1, 2, 3, or 4 heteroatoms independently selected from the group consisting of N, NH, O and S and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring. The nitrogen and sulfur heteroatoms may optionally be oxidized. The heterocyclic ring may be attached to its pendant group at any heteroatom or carbon atom which results in a stable structure. The heterocyclic rings described herein may be substituted on carbon or on a nitrogen atom if the resulting compound is stable. If specifically noted, a nitrogen in the heterocycle may optionally be quaternized. It is preferred that when the total number of S and O atoms in the heterocycle exceeds 1, then these

heteroatoms are not adjacent to one another. As used herein, the term "aromatic heterocyclic system" or "heteroaryl" is intended to mean a stable 5- to 7-membered monocyclic or bicyclic or 7- to 10-membered bicyclic heterocyclic aromatic ring which consists of carbon atoms and from 1 to 4 heterotams independently selected from the group consisting of N, O and S and is aromatic in nature.

Examples of heterocycles include, but are not limited to, 1H-indazole, 2-pyrrolidonyl, 2H,6H-1,5,2-dithiazinyl, 2H-pyrrolyl, 1H-indolyl, 4-piperidonyl, 4aH-carbazole, 4H-quinoliziny, 6H-1,2,5-thiadiazinyl, acridinyl, azocinyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, carbazolyl, 4aH-carbazolyl, β -carbolinyl, chromanyl, chromenyl, cinnolinyl, decahydroquinolinyl, 2H,6H-1,5,2-dithiazinyl, dihydrofuro[2,3-b]tetrahydrofuran, furanyl, furazanyl, imidazolidinyl, imidazolinyl, imidazolyl, indazolyl, indolenyl, indolinyl, indoliziny, indolyl, isobenzofuranyl, isochromanyl, isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl (benzimidazolyl), isothiazolyl, isoxazolyl, morpholinyl, naphthyridinyl, octahydroisoquinolinyl, oxadiazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, oxazolidinyl, oxazolyl, oxazolidinylperimidinyl, phenanthridinyl, phenanthrolinyl, phenarsazinyl, phenazinyl, phenothiazinyl, phenoxathiinyl, phenoxazinyl, phthalazinyl, piperazinyl, piperidinyl, pteridinyl, piperidonyl, 4-piperidonyl, pteridinyl, purinyl, pyranyl, pyrazinyl, pyrazolidinyl, pyrazolinyl, pyrazolyl, pyridazinyl, pyridoazole, pyridoimidazole, pyridothiazole, pyridinyl, pyridyl, pyrimidinyl,

pyrrolidinyl, pyrrolinyl, pyrrolyl, quinazolinyl,
quinolinyl, 4*H*-quinoliziny, quinoxalinyl, quinuclidinyl,
carbolinyl, tetrahydrofuran, tetrahydroisoquinolinyl,
tetrahydroquinolinyl, 6*H*-1,2,5-thiadiazinyl, 1,2,3-
5 thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl,
1,3,4-thiadiazolyl, thianthrenyl, thiazolyl, thienyl,
thienothiazolyl, thienooxazolyl, thienoimidazolyl,
thiophenyl, triazinyl, 1,2,3-triazolyl, 1,2,4-triazolyl,
1,2,5-triazolyl, 1,3,4-triazolyl, tetrazolyl, and
10 xanthenyl. In another aspect of the invention, the
heterocycles include, but are not limited to, pyridinyl,
thiophenyl, furanyl, indazolyl, benzothiazolyl,
benzimidazolyl, benzothiaphenyl, benzofuranyl,
benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl,
15 imidazolyl, indolyl, isoidolyl, piperidinyl, piperidonyl,
4-piperidonyl, piperonyl, pyrrazolyl, 1,2,4-triazolyl,
1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl,
pyrazinyl, and pyrimidinyl. Also included are fused ring
and spiro compounds containing, for example, the above
20 heterocycles.

Examples of heteroaryls are 1*H*-indazole, 2*H*, 6*H*-
1,5,2-dithiazinyl, indolyl, 4*aH*-carbazole, 4*H*-
quinoliziny, 6*H*-1,2,5-thiadiazinyl, acridinyl, azocinyl,
benzimidazolyl, benzofuranyl, benzothiofuranyl,
25 benzothiophenyl, benzoxazolyl, benzthiazolyl,
benztriazolyl, benztetrazolyl, benzisoxazolyl,
benzisothiazolyl, benzimidazalonyl, carbazolyl,
4*aH*-carbazolyl, β -carbolinyl, chromanyl, chromenyl,
cinnolinyl, decahydroquinolinyl, 2*H*, 6*H*-1,5,2-dithiazinyl,
30 dihydrofuro[2,3-*b*]tetrahydrofuran, furanyl, furazanyl,
imidazolidinyl, imidazolinyl, imidazolyl, indazolyl,
indolenyl, indolinyl, indoliziny, indolyl,
isobenzofuranyl, isochromanyl, isoindazolyl,
isoindolinyl, isoindolyl, isoquinolinyl (benzimidazolyl),

isothiazolyl, isoxazolyl, morpholinyl, naphthyridinyl,
octahydroisoquinolinyl, oxadiazolyl, 1,2,3-oxadiazolyl,
1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl,
oxazolidinyl, oxazolyl, oxazolidinylperimidinyl,
5 phenanthridinyl, phenanthrolinyl, phenarsazinyl,
phenazinyl, phenothiazinyl, phenoxathiinyl, phenoxazinyl,
phthalazinyl, piperazinyl, piperidinyl, pteridinyl,
piperidonyl, 4-piperidonyl, pteridinyl, purinyl, pyranyl,
pyrazinyl, pyrazolidinyl, pyrazolinyl, pyrazolyl,
10 pyridazinyl, pyridooxazole, pyridoimidazole,
pyridothiazole, pyridinyl, pyridyl, pyrimidinyl,
pyrrolidinyl, pyrrolinyl, pyrrolyl, quinazolinyl,
quinolinyl, 4H-quinoliziny, quinoxalinyl, quinuclidinyl,
carbolinyl, tetrahydrofuranyl, tetrahydroisoquinolinyl,
15 tetrahydroquinolinyl, 6H-1,2,5-thiadiazinyl, 1,2,3-
thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl,
1,3,4-thiadiazolyl, thianthrenyl, thiazolyl, thienyl,
thienothiazolyl, thienooxazolyl, thienoimidazolyl,
thiophenyl, triazinyl, 1,2,3-triazolyl, 1,2,4-triazolyl,
20 1,2,5-triazolyl, 1,3,4-triazolyl, tetrazolyl, and
xanthenyl. In another aspect of the invention, examples
of heteroaryls are indolyl, benzimidazolyl, benzofuranyl,
benzothiofuranyl, benzoxazolyl, benzthiazolyl,
benztriazolyl, benztetrazolyl, benzisoxazolyl,
25 benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl,
imidazolyl, indazolyl, indolyl, isoquinolinyl
isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl,
pyridazinyl, pyridyl, pyridinyl, pyrimidinyl, pyrrolyl,
quinazolinyl, quinolinyl, thiazolyl, thienyl, and
30 tetrazolyl.

As used herein, the term "cyclic acetal" or or the
phrase when two variables "join to form a cyclic acetal"
is intended to mean the substituent -O-CH₂-O-.

The phrase "pharmaceutically acceptable" is employed herein to refer to those compounds, materials, compositions, and/or dosage forms which are, within the scope of sound medical judgment, suitable for use in
5 contact with the tissues of human beings and animals without excessive toxicity, irritation, allergic response, or other problem or complication, commensurate with a reasonable benefit/risk ratio.

As used herein, "pharmaceutically acceptable salts"
10 refer to derivatives of the disclosed compounds wherein the parent compound is modified by making acid or base salts thereof. Examples of pharmaceutically acceptable salts include, but are not limited to, mineral or organic acid salts of basic residues such as amines; alkali or
15 organic salts of acidic residues such as carboxylic acids; and the like. The pharmaceutically acceptable salts include the conventional non-toxic salts or the quaternary ammonium salts of the parent compound formed, for example, from non-toxic inorganic or organic acids.
20 For example, such conventional non-toxic salts include those derived from inorganic acids such as hydrochloric, hydrobromic, sulfuric, sulfamic, phosphoric, nitric and the like; and the salts prepared from organic acids such as acetic, propionic, succinic, glycolic, stearic,
25 lactic, malic, tartaric, citric, ascorbic, pantoic, maleic, hydroxymaleic, phenylacetic, glutamic, benzoic, salicylic, sulfanilic, 2-acetoxybenzoic, fumaric, toluenesulfonic, methanesulfonic, ethane disulfonic, oxalic, isethionic, and the like.

30 The pharmaceutically acceptable salts of the present invention can be synthesized from the parent compound which contains a basic or acidic moiety by conventional chemical methods. Generally, such salts can be prepared by reacting the free acid or base forms of these

compounds with a stoichiometric amount of the appropriate base or acid in water or in an organic solvent, or in a mixture of the two; generally, nonaqueous media like ether, ethyl acetate, ethanol, isopropanol, or

5 acetonitrile are preferred. Lists of suitable salts are found in *Remington's Pharmaceutical Sciences*, 17th ed., Mack Publishing Company, Easton, PA, 1985, p. 1418, the disclosure of which is hereby incorporated by reference.

Since prodrugs are known to enhance numerous
10 desirable qualities of pharmaceuticals (e.g., solubility, bioavailability, manufacturing, etc...) the compounds of the present invention may be delivered in prodrug form. Thus, the present invention is intended to cover prodrugs of the presently claimed compounds, methods of delivering
15 the same and compositions containing the same.

"Prodrugs" are intended to include any covalently bonded carriers which release an active parent drug of the present invention *in vivo* when such prodrug is administered to a mammalian subject. Prodrugs the
20 present invention are prepared by modifying functional groups present in the compound in such a way that the modifications are cleaved, either in routine manipulation or *in vivo*, to the parent compound. Prodrugs include compounds of the present invention wherein a hydroxy,
25 amino, or sulfhydryl group is bonded to any group that, when the prodrug of the present invention is administered to a mammalian subject, it cleaves to form a free hydroxyl, free amino, or free sulfhydryl group, respectively. Examples of prodrugs include, but are not
30 limited to, acetate, formate and benzoate derivatives of alcohol and amine functional groups in the compounds of the present invention.

"Stable compound" and "stable structure" are meant to indicate a compound that is sufficiently robust to

survive isolation to a useful degree of purity from a reaction mixture, and formulation into an efficacious therapeutic agent. The present invention is intended to embody stable compounds.

5 "Therapeutically effective amount" is intended to include an amount of a compound of the present invention alone or an amount of the combination of compounds claimed or an amount of a compound of the present invention in combination with other active ingredients
10 effective to inhibit MCP-1 or effective to treat or prevent inflammatory disorders.

As used herein, "treating" or "treatment" cover the treatment of a disease-state in a mammal, particularly in a human, and include: (a) preventing the disease-state
15 from occurring in a mammal, in particular, when such mammal is predisposed to the disease-state but has not yet been diagnosed as having it; (b) inhibiting the disease-state, i.e., arresting its development; and/or (c) relieving the disease-state, i.e., causing regression of
20 the disease state.

SYNTHESIS

The compounds of the present invention can be prepared in a number of ways well known to one skilled in
25 the art of organic synthesis. The compounds of the present invention can be synthesized using the methods described below, together with synthetic methods known in the art of synthetic organic chemistry, or variations thereon as appreciated by those skilled in the art.
30 Preferred methods include, but are not limited to, those described below. All references cited herein are hereby incorporated in their entirety herein by reference.

The novel compounds of this invention may be prepared using the reactions and techniques described in

this section. The reactions are performed in solvents appropriate to the reagents and materials employed and are suitable for the transformations being effected.

Also, in the description of the synthetic methods

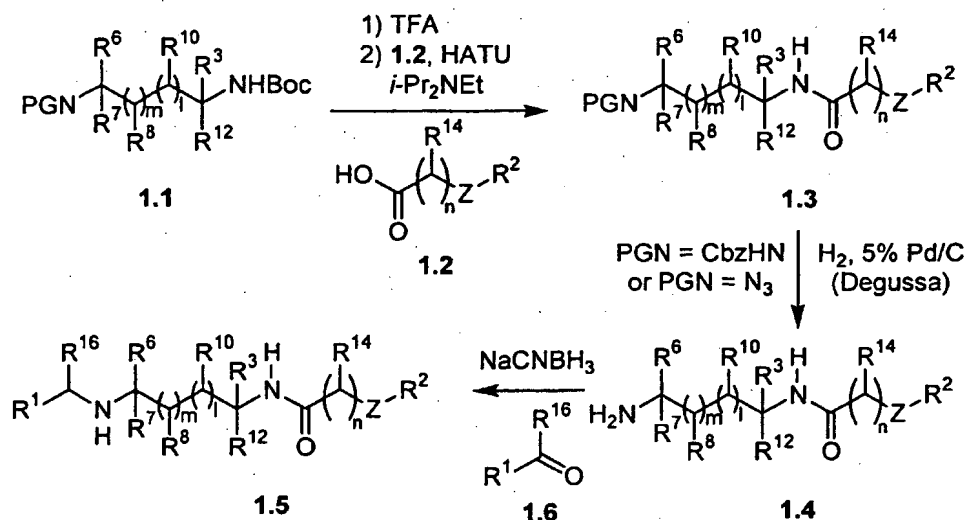
5 described below, it is to be understood that all proposed reaction conditions, including choice of solvent, reaction atmosphere, reaction temperature, duration of the experiment and work up procedures, are chosen to be the conditions standard for that reaction, which should
10 be readily recognized by one skilled in the art. It is understood by one skilled in the art of organic synthesis that the functionality present on various portions of the molecule must be compatible with the reagents and reactions proposed. Such restrictions to the substituents
15 which are compatible with the reaction conditions will be readily apparent to one skilled in the art and alternate methods must then be used. This will sometimes require a judgment to modify the order of the synthetic steps or to select one particular process scheme over another in
20 order to obtain a desired compound of the invention. It will also be recognized that another major consideration in the planning of any synthetic route in this field is the judicious choice of the protecting group used for protection of the reactive functional groups present in
25 the compounds described in this invention. An authoritative account describing the many alternatives to the trained practitioner is Greene and Wuts (*Protective Groups In Organic Synthesis*, Wiley and Sons, 1999).

Compounds of formula 1.5 are available as shown in
30 Scheme 1. A differentially protected diamine 1.1 is singly deprotected and coupled with a carboxylic acid 1.2 to provide the amide 1.3. For substrates with acid sensitive groups at R³ (i.e. *tert*-butyl esters or ethers), a selective removal of the *N*-Boc group is still

readily achieved (Frank S. Gibson, et al, *J. Org. Chem.* 1994, 59, 3216). The other terminus of the diamine subunit of 1.3 is revealed by hydrogenation, and the nascent amine is readily conjugated with aldehydes 1.6 (R¹⁶ = H) and ketones 1.6 under reductive conditions (MeOH, NaCNBH₃ or THF, AcOH, NaHB(OAc)₃) to provide the desired secondary amine 1.5. The chemistry shown in Scheme 1 is quite general, as a wide array of aldehydes 1.6 (R¹⁶ = H) and ketones 1.6 are commercially available.

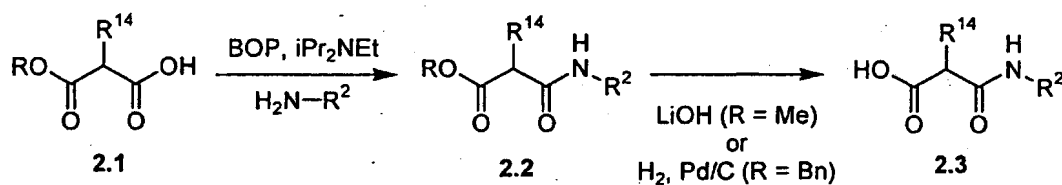
Thus, the primary challenge in producing compounds of formula 1.5 lies in two areas: the synthesis of the differentially protected diamines 1.1 and the synthesis of appropriate carboxylic acids 1.2. The synthesis of a number of relevant differentially protected diamines 1.1 has been discussed by us previously (see: P. H. Carter, R. J. Cherney, WO-PCT 0250019, 2002, which is herein incorporated by reference). Two general syntheses of appropriate carboxylic acids 1.2 are shown in Schemes 2 and 3. Many other carboxylic acids 1.2, including those with n = 0 and Z = bond, are either commercially available or readily prepared. Specific embodiments of this invention are described in the "Examples" section; this section also details alternative synthetic pathways to compounds of formula 1.5.

Scheme 1



A series of manolamide variants of formula 1.2 are synthesized as shown in Scheme 2. Several malonic acid mono-esters 2.1 are commercially available and can be coupled to commercially available amines to provide the malonamides 2.2. Removal of R through the appropriate methodology (hydrolysis with LiOH or KOH; or hydrogenolysis with Pd/C and H_2) affords the carboxylates 2.3.

Scheme 2



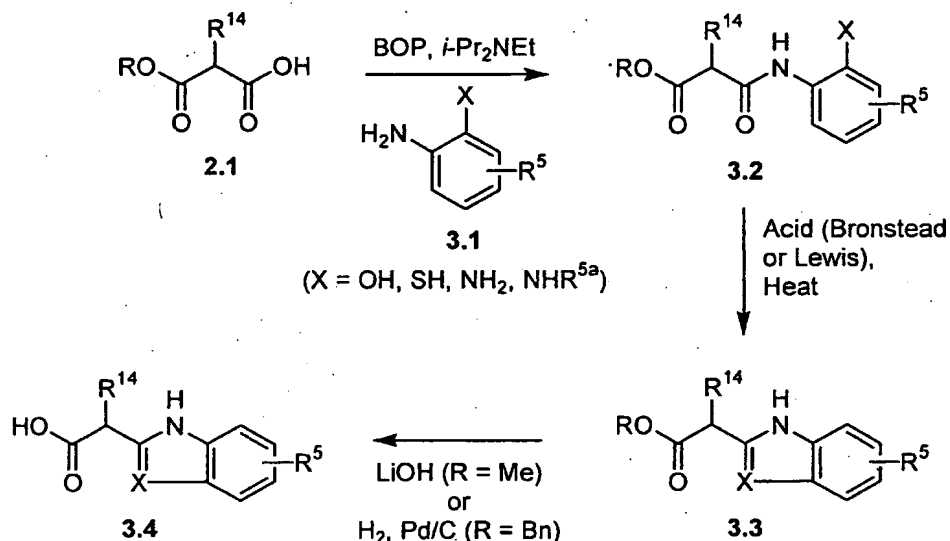
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A series of heterocyclic variants of 1.2 are synthesized as shown in Scheme 3. Malonic acid mono-esters 2.1 can be coupled to mixed anilines 3.1 to afford the amides 3.2. These amides (where X = OH, SH, NH_2 , NHR^{5a}) can be cyclized to give 3.3 (K. Takeuchi et al. *Bioorg. Med. Chem. Lett.* **2000**, 2347; G. Nawwar et al. *Collect. Czech. Chem. Commun.* **1995**, 2200; T. Hisano et al. *Chem. Pharm. Bull.* **1982**, 2996). Compounds of formula

15

3.3 can also be made directly through the condensation of acids 2.1 and bifunctionalized anilines 3.1 under the appropriate conditions (G. Trapani et al. *Eur. J. Med. Chem.* **1992**, 39; P. Baudet et al. *Helv. Chim. Acta.* **1970**, 1683; D. McKinnon et al. *Can J. Chem.* **1988**, 2339; K. Nivalkar et al. *Synth. Commun.* **1996**, 3535). In either case, removal of R from 3.3 through the appropriate methodology (hydrolysis with LiOH or KOH; or hydrogenolysis with Pd/C and H₂) affords the carboxylates 3.4.

Scheme 3



Other features of the invention will become apparent in the course of the following descriptions of exemplary embodiments that are given for illustration of the invention and are not intended to be limiting thereof.

EXAMPLES

Abbreviations used in the Examples are defined as follows: "1 x" for once, "2 x" for twice, "3 x" for thrice, "°C" for degrees Celsius, "eq" for equivalent or equivalents, "g" for gram or grams, "mg" for milligram or

milligrams, "mL" for milliliter or milliliters, "1H" for proton, "h" for hour or hours, "M" for molar, "min" for minute or minutes, "MHz" for megahertz, "MS" for mass spectroscopy, "NMR" for nuclear magnetic resonance spectroscopy, "rt" for room temperature, "tlc" for thin layer chromatography, "v/v" for volume to volume ratio. "α", "β", "R" and "S" are stereochemical designations familiar to those skilled in the art.

10

Example 1

N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(2-trifluoromethyl-phenyl)-malonamide

(1a) A solution of mono-benzyl malonate (890 mg, 4.6 mmol) in 3:1 CH₂Cl₂/DMF (24 mL) was treated sequentially with N, N-diisopropylethylamine (2.0 mL, 11.5 mmol), 2-trifluoromethyl-phenylamine (0.6 mL, 4.6 mmol), and HATU (2.1 g, 5.5 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH₄Cl. The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO₃ and brine, dried (Na₂SO₄), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to provide N-(2-trifluoromethyl-phenyl)-malonamic acid benzyl ester as an oil (894 mg, 57% yield). This material was dissolved in EtOAc (35 mL). The resultant solution was charged with 10% Pd/C (178 mg), stirred under H₂ (1 atm) for 12 h at RT, filtered, and concentrated in vacuo to provide N-(2-trifluoromethyl-phenyl)-malonamic acid (621 mg, 95% yield). A portion of this material (100 mg, 0.4 mmol) was combined with [(2S, 3S)-2-amino-3-hydroxy-hex-4-ynyl]-carbamic acid benzyl ester (150 mg, 0.4 mmol, prepared as described in WO PCT 0250019) and dissolved in

6 mL of 3:1 CH₂Cl₂/DMF. The resultant solution was charged sequentially with N, N-diisopropylethylamine (0.35 mL, 1.5 mmol) and HATU (182 mg, 0.48 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH₄Cl. The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO₃ and brine, dried (Na₂SO₄), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to provide ((2S, 3S)-3-hydroxy-2-[2-(2-trifluoromethyl-phenylcarbamoyl)-acetylamino]-hex-4-ynyl)-carbamic acid benzyl ester (54 mg, 28% yield). MS found: (M + Na)⁺ = 514.5.

15 (1b) A solution of ((2S, 3S)-3-hydroxy-2-[2-(2-trifluoromethyl-phenylcarbamoyl)-acetylamino]-hex-4-ynyl)-carbamic acid benzyl ester (54 mg, 0.11 mmol) in MeOH (2 mL) was charged with 5% Pd/C, Degussa style (10 mg), stirred under H₂ (1 atm) for 12 h at RT, filtered, and concentrated in vacuo. The residue was dissolved in MeOH (2 mL). The resultant solution was charged sequentially with 2,4-dimethylbenzaldehyde and sodium cyanoborohydride, stirred for 12 h at RT, quenched with sat. NaHCO₃, and extracted twice with EtOAc. The organic extracts were combined, washed with brine, dried (Na₂SO₄), filtered, and concentrated in vacuo. Purification of the residue by reverse-phase HPLC provided the title compound as a white powder after lyophilization. MS found: (M + H)⁺ = 480.6.

Example 2

N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(3-trifluoromethyl-phenyl)-malonamide

- 5 (2a) The procedure 1a was repeated, substituting 3-trifluoromethyl-phenylamine for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 1b to afford the title compound as a white powder after reverse-phase HPLC and lyophilization.
- 10 MS found: $(M + H)^+ = 480.3$.

Example 3

N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(4-trifluoromethyl-phenyl)-malonamide

- 15 (3a) The procedure 1a was repeated, substituting 4-trifluoromethyl-phenylamine for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 1b to afford the title compound as a
- 20 white powder after reverse-phase HPLC and lyophilization.
- MS found: $(M + H)^+ = 480.5$.

Example 4

- 25 [2-(2-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentylcarbamoyl)-acetylamino)-4-trifluoromethyl-phenyl]-carbamic acid tert-butyl ester

- (4a) A solution of 2-nitro-4-trifluoromethyl-phenylamine (5.0 g, 24.3 mmol) in THF (150 mL) was cooled to -78 °C and treated with NaHMDS (53.5 mL of a 1.0 M THF solution, 53 mmol). The solution was stirred for 1 h at -78 °C and then charged with a solution of di-(tert-butyl)dicarbonate (5.3 g, 24.3 mmol) in THF (50 mL); the reaction was allowed to warm to RT in the melting cold
- 30

bath while stirring for 12 h. The mixture was concentrated in vacuo and the residue was dissolved in EtOAc. This solution was washed with 1N HCl (3x), H₂O (2x), and brine (1x) before being dried (Na₂SO₄),
5 filtered, and concentrated in vacuo. The residue was purified via flash chromatography to afford (2-nitro-4-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester (5.3 g, 71% yield). The entirety of this material was dissolved in MeOH (120 mL). The resultant solution was
10 charged with 5% Pd/C, Degussa style (10 mg), stirred under H₂ (1 atm) for 12 h at RT, filtered, and concentrated in vacuo to afford (2-amino-4-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester (4.47 g, 95% yield). ¹H-NMR (CD₃OD, 300 MHz): δ 1.52 (s, 9H), 6.91 (d, 1H), 7.04 (s, 1H), 7.42 (d, 1H); ¹⁹F-NMR (CD₃OD, 300 MHz): δ -64.3 (s).
15

(4b) The procedure 1a was repeated, substituting (2-amino-4-trifluoromethyl-phenyl)-carbamic acid tert-butyl
20 ester for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 1b to afford the title compound as a white powder after reverse-phase HPLC and lyophilization. MS found: (M + H)⁺ = 595.5.

25

Example 5

N-(2-Amino-5-trifluoromethyl-phenyl)-N'-{((1S,2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)}-malonamide

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(5a) The compound [2-(2-{(1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentylcarbonyl}-acetyl-amino)-4-trifluoromethyl-phenyl]-carbamic acid tert-butyl ester (24 mg, 0.04 mmol, see procedure 4b

above) was dissolved in CH_2Cl_2 (1.5 mL) and treated with TFA (0.5 mL). The solution was stirred for 3 h and then concentrated in vacuo. The residue was dissolved in benzene and concentrated in vacuo; this procedure was
5 repeated. The residue was purified by reverse-phase HPLC to afford the title compound as a white powder after lyophilization. MS found: $(M + H)^+ = 495.2$.

Example 6

10 N-((1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(3-trifluoromethoxy-phenyl)-malonamide

(6a) The procedure 1a was repeated, substituting meta-trifluoromethoxyaniline for 2-trifluoromethyl-
15 phenylamine. The purified product was then carried through procedure 1b to afford the title compound as a white powder after reverse-phase HPLC and lyophilization. MS found: $(M + H)^+ = 496.4$.

20 Example 7

N-(3,5-Bis-trifluoromethyl-phenyl)-N'-((1S,2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-malonamide

25 (7a) The procedure 1a was repeated, substituting 3,5-bis(trifluoromethyl)aniline for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 1b to afford the title compound as a white powder after reverse-phase HPLC and lyophilization.
30 MS found: $(M + H)^+ = 548.3$.

Example 8

[3-(2-((1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentylcarbamoyl)-acetylamino)-5-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester

5

(8a) A solution of 5-trifluoromethyl-benzene-1,3-diamine (1.0 g, 5.8 mmol) in THF (25 mL) was cooled to -78 °C and treated with NaHMDS (12 mL of a 1.0 M THF solution, 12 mmol). The solution was stirred for 1 h at -78 °C and then charged with a solution of di-(tert-butyl)dicarbonate (1.3 g, 5.8 mmol) in THF (10 mL); the reaction was allowed to warm to RT in the melting cold bath while stirring for 12 h. The mixture was concentrated in vacuo and the residue was dissolved in EtOAc. This solution was washed with 1N HCl (3x), H₂O (2x), and brine (1x) before being dried (Na₂SO₄), filtered, and concentrated in vacuo. The residue was purified via flash chromatography to afford (3-amino-5-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester (1.1 g, 68% yield). ¹H-NMR (CD₃OD, 300 MHz): δ 1.51 (s, 9H), 6.57 (s, 1H), 6.96 (s, 1H), 6.99 (s, 1H); ¹⁹F-NMR (CD₃OD, 300 MHz): δ -64.95 (s).

(8b) The procedure 1a was repeated, substituting (3-amino-5-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 1b to afford the title compound as a white powder after reverse-phase HPLC and lyophilization. MS found: (M + H)⁺ = 595.5.

30

Example 9

N-(3-Amino-5-trifluoromethyl-phenyl)-N'-((1S,2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-malonamide

5

(9a) The compound [3-(2-((1S,2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentylcarbamoyl)-acetyl-amino)-5-trifluoromethyl-phenyl]-carbamic acid tert-butyl ester (45 mg, 0.08 mmol, see procedure 8b above) was dissolved in CH₂Cl₂ (1.5 mL) and treated with TFA (0.5 mL). The solution was stirred for 3 h and then concentrated in vacuo. The residue was dissolved in benzene and concentrated in vacuo; this procedure was repeated. The residue was purified by reverse-phase HPLC to afford the title compound as a white powder after lyophilization. MS found: (M + H)⁺ = 495.4.

15

Example 10

N-((1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(3-methoxy-5-trifluoromethyl-phenyl)-malonamide

20

(10a) The procedure 1a was repeated, substituting 3-methoxy-5-trifluoromethyl-phenylamine for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 1b to afford the title compound as a white powder after reverse-phase HPLC and lyophilization. MS found: (M + H)⁺ = 510.4.

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Example 11

N-((1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(2-methoxy-5-trifluoromethyl-phenyl)-malonamide

5

(11a) The procedure 1a was repeated, substituting 2-methoxy-5-trifluoromethyl-phenylamine for 2-trifluoromethyl-phenylamine. The purified product was then carried through procedure 1b to afford the title compound as a white powder after reverse-phase HPLC and lyophilization. MS found: $(M + H)^+ = 510.4$.

10

Example 12

N-((1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(3-propylamino-5-trifluoromethyl-phenyl)-malonamide

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(12a) A solution of ((2S, 3S)-(2-tert-butoxycarbonylamino-3-hydroxy-hex-4-ynyl)-carbamic acid benzyl ester (1.7 g, 4.8 mmol, prepared as described in WO PCT 0250019) in MeOH (72 mL) was charged with 5% Pd/C, Degussa style (350 mg), stirred under H₂ (1 atm) for 12 h at RT, filtered, and concentrated in vacuo. The residue was dissolved in MeOH (47 mL). The resultant solution was charged sequentially with 2,4-dimethylbenzaldehyde (0.66 mL, 4.7 mmol) and sodium cyanoborohydride (360 mg, 5.7 mmol), stirred for 12 h at RT, quenched with sat. NaHCO₃, and extracted twice with EtOAc. The organic extracts were combined, washed with brine, dried (Na₂SO₄), filtered, and concentrated in vacuo. The residue was dissolved in THF (66 mL). The resultant solution was charged sequentially with triethylamine (1.2 mL, 9.0 mmol) and dibenzylidicarbonate (1.5 g, 5.4 mmol), stirred for 36 h at RT, quenched with sat. NH₄Cl, and extracted

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25

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twice with EtOAc. The organic extracts were combined, washed with brine, dried (Na_2SO_4), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to afford (1S, 2S)-(1-([benzyloxycarbonyl-(2,4-dimethyl-benzyl)-amino]-methyl)-2-hydroxy-pentyl)-carbamic acid tert-butyl ester as a clear and colorless oil (2.0 g, 86% yield). MS found: $(M + \text{Na})^+ = 507.4$.

(12b) The compound (1S, 2S)-(1-([benzyloxycarbonyl-(2,4-dimethyl-benzyl)-amino]-methyl)-2-hydroxy-pentyl)-carbamic acid tert-butyl ester (515 mg, 1.06 mmol) was dissolved in CH_2Cl_2 (12 mL) and treated with TFA (4 mL). The solution was stirred for 3 h and then concentrated in vacuo. The residue was dissolved in benzene and concentrated in vacuo; this procedure was repeated. The resultant amine was dissolved in 15 mL of 2:1 $\text{CH}_2\text{Cl}_2/\text{DMF}$. The resultant solution was charged sequentially with N-(3-tert-butoxycarbonylamino-5-trifluoromethyl-phenyl)-malonic acid (400 mg, 1.1 mmol, see examples 8 and 1), N, N-diisopropylethylamine (0.96 mL, 5.5 mmol) and HATU (504 mg, 1.3 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH_4Cl . The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO_3 and brine, dried (Na_2SO_4), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to provide (3-{2-[(1S, 2S)-1-([benzyloxycarbonyl-(2,4-dimethyl-benzyl)-amino]-methyl)-2-hydroxy-pentylcarbonyl]-acetyl-amino}-5-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester (577 mg, 75% yield). MS found: $(M + \text{Na})^+ = 751.4$.

(12c) The compound (3-{2-[(1S, 2S)-1-([benzyloxycarbonyl-(2,4-dimethyl-benzyl)-amino]-methyl)-2-hydroxy-

pentylcarbamoyl]-acetylamino)-5-trifluoromethyl-phenyl)-
carbamic acid tert-butyl ester (577 mg, 0.79 mmol) was
dissolved in CH₂Cl₂ (12 mL) and treated with TFA (4 mL).
The solution was stirred for 3 h and then concentrated in
5 vacuo. The residue was dissolved in benzene and
concentrated in vacuo; this procedure was repeated to
provide ((2S, 3S)-2-[2-(3-amino-5-trifluoromethyl-
phenylcarbamoyl)-acetylamino]-3-hydroxyhexyl)-(2,4-
dimethyl-benzyl)-carbamic acid benzyl ester (100% yield).
10 MS found: (M + H)⁺ = 629.4.

(12d) A solution of ((2S, 3S)-2-[2-(3-amino-5-
trifluoromethyl-phenylcarbamoyl)-acetylamino]-3-
hydroxyhexyl)-(2,4-dimethyl-benzyl)-carbamic acid benzyl
15 ester (97 mg, 0.15 mmol) in MeOH (3 mL) was charged with
propionaldehyde (0.01 mL, 0.15 mmol), stirred for 15 min
at RT, and then charged with sodium cyanoborohydride (12
mg, 0.19 mmol). The reaction was stirred at RT for 12 h,
concentrated in vacuo, and dissolved in EtOAc. The
20 resultant solution was washed successively with water,
sat. NaHCO₃, water, and brine. The organic phase was
dried (Na₂SO₄), filtered, and concentrated in vacuo. The
residue was dissolved in MeOH (3 mL). This solution was
charged with 5% Pd/C, Degussa style (11 mg), stirred
25 under H₂ (1 atm) for 12 h at RT, filtered, and
concentrated in vacuo. Purification of the residue by
reverse-phase HPLC provided the title compound as a white
powder after lyophilization. MS found: (M + H)⁺ = 537.4.

Example 13

N-((1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(3-dipropylamino-5-trifluoromethyl-phenyl)-malonamide

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(13a) In the purification detailed in procedure 12d, the title compound was isolated as pure fraction.

Lyophilization provided the title compound as a white powder. MS found: $(M + H)^+ = 579.4$.

10

Example 14

N-((1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(3-methylamino-5-trifluoromethyl-phenyl)-malonamide

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(14a) A solution of {(2S, 3S)-2-[2-(3-amino-5-trifluoromethyl-phenylcarbamoyl)-acetylamino]-3-hydroxyhexyl}-(2,4-dimethyl-benzyl)-carbamic acid benzyl ester (83 mg, 0.13 mmol, see procedure 12c) in 1,2-dichloroethane (2 mL) was charged with formaldehyde (0.008 mL of a 37% aq. solution, 0.10 mmol), stirred for 20 min at RT, and then charged with sodium triacetoxyborohydride (69 mg, 0.33 mmol). The reaction was stirred at RT for 40 min, quenched with water, and extracted with EtOAc (2 x). The organic extracts were washed with water and brine, and then dried (Na_2SO_4), filtered, and concentrated in vacuo. The residue was dissolved in MeOH (2 mL). This solution was charged with 5% Pd/C, Degussa style (7 mg), stirred under H_2 (1 atm) for 12 h at RT, filtered, and concentrated in vacuo. Purification of the residue by reverse-phase HPLC provided the title compound as a white powder after lyophilization. MS found: $(M + H)^+ = 509.3$.

Example 15

N-((1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(3-ethylamino-5-trifluoromethyl-phenyl)-malonamide

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(15a) The procedure 12d was repeated, substituting acetaldehyde for propionaldehyde, to afford the title compound as a white powder after reverse-phase HPLC and lyophilization. MS found: $(M + H)^+ = 523.3$.

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Example 16

N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-[3-(3-ethyl-ureido)-5-trifluoromethyl-phenyl]-malonamide

15

(16a) A solution of {(2S, 3S)-2-[2-(3-amino-5-trifluoromethyl-phenylcarbonyl)-acetylamino]-3-hydroxyhexyl}-(2,4-dimethyl-benzyl)-carbamic acid benzyl ester (110 mg, 0.18 mmol, see procedure 12c) in THF (4 mL) was charged with trichloroacetylchloride (0.063 mL, 0.53 mmol). The reaction was stirred for 12 h at RT and concentrated in vacuo. The residue was dissolved in THF (4 mL). The resultant solution was charged with ethylamine (0.175 mL of a 2.0 M solution in THF, 0.35 mmol). The reaction was stirred for 4 h at RT and concentrated in vacuo. The residue was dissolved in EtOAc and washed successively with water and brine. The organic phase was dried (Na_2SO_4), filtered, and concentrated in vacuo. The residue was purified via flash chromatography to afford (2,4-dimethyl-benzyl)-[(2S, 3S)-2-[2-[3-(3-ethyl-ureido)-5-trifluoromethyl-phenylcarbonyl]-acetylamino]-3-hydroxy-hexyl]-carbamic acid benzyl ester as an oil (55 mg, 45% yield). MS found: $(M + \text{Na})^+ = 722.4$.

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(16b) The compound (2,4-dimethyl-benzyl)-[(2S, 3S)-2-{2-[3-(3-ethyl-ureido)-5-trifluoromethyl-phenylcarbamoyl]-acetylamino}-3-hydroxy-hexyl]-carbamic acid benzyl ester
5 was dissolved in MeOH (2 mL). This solution was charged with 5% Pd/C, Degussa style (11 mg), stirred under H₂ (1 atm) for 12 h at RT, filtered, and concentrated in vacuo. Purification of the residue by reverse-phase HPLC provided the title compound as a white powder after
10 lyophilization. MS found: (M + H)⁺ = 566.3.

Example 17

N-[(1S, 2S)-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl]-N'-(4-methyl-3-trifluoromethyl-phenyl)-
15 malonamide

(17a) The compound (1S, 2S)-(1-[[benzyloxycarbonyl-(2,4-dimethyl-benzyl)-amino]-methyl]-2-hydroxy-pentyl)-carbamic acid tert-butyl ester (580 mg, 1.2 mmol, see
20 procedure 12a) was dissolved in CH₂Cl₂ (9 mL) and treated with TFA (3 mL). The solution was stirred for 3 h and then concentrated in vacuo. The residue was dissolved in benzene and concentrated in vacuo; this procedure was repeated to provide [(2S, 3S)-2-amino-3-hydroxy-hexyl]-
25 (2,4-dimethyl-benzyl)-carbamic acid benzyl ester. The amine was dissolved in 12 mL of 2:1 CH₂Cl₂/DMF. The resultant solution was charged sequentially with mono-benzyl malonate (232 mg, 1.2 mmol), N, N-diisopropylethylamine (1.05 mL, 6.0 mmol) and HATU (547
30 mg, 1.4 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH₄Cl. The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO₃ and brine, dried (Na₂SO₄), filtered, and

concentrated in vacuo. The residue was purified by flash chromatography to provide N-[(1S, 2S)-(1-
{[benzyloxycarbonyl-(2,4-dimethyl-benzyl)-amino]-methyl}-
2-hydroxy-pentyl)]-malonamic acid benzyl ester (517 mg,
5 77% yield). MS found: $(M + Na)^+ = 583.4$.

(17b) The compound N-[(1S, 2S)-(1-([benzyloxycarbonyl-
(2,4-dimethyl-benzyl)-amino]-methyl)-2-hydroxy-pentyl)]-
malonamic acid benzyl ester (517 mg, 0.92 mmol) was
10 dissolved in THF (57 mL). This solution was charged
sequentially with MeOH (19 mL) and aq. LiOH (44 mg LiOH
in 19 mL water) and stirred for 12 h at RT. The mixture
was concentrated in vacuo, and the residue was
lyophilized from 1:1 acetonitrile/water to provide the
15 lithium salt of N-[(1S, 2S)-1-([benzyloxycarbonyl-(2,4-
dimethyl-benzyl)-amino]-methyl)-2-hydroxy-pentyl]-
malonamic acid as a white powder (420 mg, 97% yield). A
portion of this material (39 mg, 0.22 mmol) was dissolved
in 4 mL of 1:1 CH₂Cl₂/DMF. The resultant solution was
20 charged sequentially with 4-methyl-3-
trifluoromethylaniline (105 mg, 0.22 mmol), N, N-
diisopropylethylamine (0.19 mL, 1.1 mmol) and HATU (102
mg, 0.27 mmol). The mixture was stirred for 12 h at RT,
concentrated in vacuo, and partitioned between EtOAc and
25 sat. NH₄Cl. The aqueous phase was extracted with EtOAc
(1 x). The combined organic extracts were washed with
sat. NaHCO₃ and brine, dried (Na₂SO₄), filtered, and
concentrated in vacuo. The residue was dissolved in MeOH
(3 mL). This solution was charged with 5% Pd/C, Degussa
30 style (11 mg), stirred under H₂ (1 atm) for 12 h at RT,
filtered, and concentrated in vacuo. Purification of the
residue by reverse-phase HPLC provided the title compound
as a white powder after lyophilization. MS found: $(M +$
 $H)^+ = 494.4$.

Example 18

N-((1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(4-methoxy-3-trifluoromethyl-phenyl)-malonamide

(18a) The procedure 17b was repeated, substituting 4-methoxy-3-trifluoromethylaniline for 4-methyl-3-trifluoromethylaniline, to afford the title compound as a white powder after reverse-phase HPLC and lyophilization. MS found: $(M + H)^+ = 510.3$.

Example 19

N-((1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(2-methyl-5-trifluoromethyl-phenyl)-malonamide

(19a) The procedure 17b was repeated, substituting 2-methyl-5-trifluoromethylaniline for 4-methyl-3-trifluoromethylaniline, to afford the title compound as a white powder after reverse-phase HPLC and lyophilization. MS found: $(M + H)^+ = 494.3$.

Example 20

N-(3-Bromo-5-trifluoromethyl-phenyl)-N'-((1S,2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-malonamide

(20a) The compound N-[(1S, 2S)-1-[[benzyloxycarbonyl-(2,4-dimethyl-benzyl)-amino]-methyl]-2-hydroxy-pentyl]-malonic acid (53 mg, 0.22 mmol, see procedure 17b) was dissolved in 4 mL of 1:1 CH₂Cl₂/DMF. The resultant solution was charged sequentially with 3-bromo-5-trifluoromethylaniline (105 mg, 0.22 mmol), N, N-

diisopropylethylamine (0.19 mL, 1.1 mmol) and HATU (102 mg, 0.27 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH_4Cl . The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO_3 and brine, dried (Na_2SO_4), filtered, and concentrated in vacuo. A portion (25 mg) of this product was dissolved in 30% HBr/Acetic acid (2 mL). The solution was stirred for 4 h at RT and concentrated in vacuo. The residue was dissolved in benzene and the resultant solution was concentrated residue; this procedure was repeated. Purification of the residue by reverse-phase HPLC provided the title compound as a white powder after lyophilization. MS found: $(\text{M} + \text{H})^+ = 560.2$.

Example 21

N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(3-dimethylcarbamoyl-5-trifluoromethyl-phenyl)-malonamide

(21a) The compound [(2S, 3S)-2-amino-3-hydroxy-hex-4-ynyl]-carbamic acid benzyl ester (1.45 g, 3.8 mmol, prepared as described in WO PCT 0250019) was dissolved in 38 mL of 1:1 CH_2Cl_2 /DMF. The resultant solution was charged sequentially with mono-benzyl malonate (745 mg, 3.8 mmol), N, N-diisopropylethylamine (6.7 mL, 38 mmol) and HATU (1.75 g, 4.6 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH_4Cl . The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO_3 and brine, dried (Na_2SO_4), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to provide N-[(1S, 2S)-1-(benzyloxycarbonylamino-methyl)-2-hydroxy-

pent-3-ynyl]-malonamic acid benzyl ester (1.5 g, 91%
yield). MS found: $(M + H)^+ = 439.4$. The entirety of
this material was dissolved in THF (18 mL). This
solution was charged sequentially with MeOH (6 mL) and
5 aq. LiOH (84 mg LiOH in 6 mL water) and stirred for 12 h
at RT. The mixture was concentrated in vacuo, and the
residue was lyophilized from 1:1 acetonitrile/water to
provide the lithium salt of N-[(1S, 2S)-1-
(benzyloxycarbonylamino-methyl)-2-hydroxy-pent-3-ynyl]-
10 malonamic acid. MS found: $(M + H)^+ = 355.3$.

(21b) The compound 3-nitro-5-trifluoromethylbenzoic acid
(500 mg, 2.1 mmol) was dissolved in 20 mL of 1:1
CH₂Cl₂/DMF. The resultant solution was charged
15 sequentially with dimethylamine hydrochloride (174 mg,
2.1 mmol), N, N-diisopropylethylamine (3.7 mL, 21 mmol)
and HATU (970 mg, 2.6 mmol). The mixture was stirred for
12 h at RT, concentrated in vacuo, and partitioned
between EtOAc and sat. NH₄Cl. The aqueous phase was
20 extracted with EtOAc (1 x). The combined organic
extracts were washed with sat. NaHCO₃ and brine, dried
(Na₂SO₄), filtered, and concentrated in vacuo. A portion
(107 mg) of this product was dissolved in MeOH (6 mL).
This solution was charged with 5% Pd/C, Degussa style (21
25 mg), stirred under H₂ (1 atm) for 12 h at RT, filtered,
and concentrated in vacuo. The residue was dissolved in 6
mL of 1:1 CH₂Cl₂/DMF. The resultant solution was charged
sequentially with the lithium salt of N-[(1S, 2S)-1-
(benzyloxycarbonylamino-methyl)-2-hydroxy-pent-3-ynyl]-
30 malonamic acid (141 mg, 0.4 mmol, see procedure 21a), N,
N-diisopropylethylamine (0.35 mL, 2.0 mmol) and HATU (182
mg, 0.5 mmol). The mixture was stirred for 12 h at RT,
concentrated in vacuo, and partitioned between EtOAc and
sat. NH₄Cl. The aqueous phase was extracted with EtOAc

- (1 x). The combined organic extracts were washed with sat. NaHCO_3 and brine, dried (Na_2SO_4), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to afford ((2S, 3S)-2-[2-(3-dimethylcarbamoyl-5-trifluoromethyl-phenylcarbamoyl)-acetylamino]-3-hydroxy-hex-4-ynyl)-carbamic acid benzyl ester as a colorless oil (186 mg, 81% yield). MS found: $(\text{M} + \text{Na})^+ = 585.3$.
- 10 (21c) A solution of ((2S, 3S)-2-[2-(3-dimethylcarbamoyl-5-trifluoromethyl-phenylcarbamoyl)-acetylamino]-3-hydroxy-hex-4-ynyl)-carbamic acid benzyl ester (186 mg, 0.33 mmol) in MeOH (6 mL) was charged with 5% Pd/C, Degussa style (37 mg), stirred under H_2 (1 atm) for 12 h
- 15 at RT, filtered, and concentrated in vacuo. The residue was dissolved in MeOH (6 mL). The resultant solution was charged sequentially with 2,4-dimethylbenzaldehyde (46 mg, 0.33 mmol) and sodium cyanoborohydride (25 mg, 0.4 mmol), stirred for 12 h at RT, quenched with sat. NaHCO_3 ,
- 20 and extracted twice with EtOAc. The organic extracts were combined, washed with brine, dried (Na_2SO_4), filtered, and concentrated in vacuo. Purification of the residue by reverse-phase HPLC provided the title compound as a white powder after lyophilization. MS found: $(\text{M} +$
- 25 $\text{H})^+ = 551.3$.

Example 22

- N-{1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-N'-(3-ethylcarbamoyl-5-trifluoromethyl-phenyl)-
- 30 malonamide

(22a) The procedure 21b was repeated, substituting ethylamine (2.0 M in THF) for dimethylamine hydrochloride. The purified product was then carried

through procedure 21c to afford the title compound as a white powder after reverse-phase HPLC and lyophilization. MS found: $(M + H)^+ = 551.3$.

5

Example 23

N-(5-tert-Butyl-[1,3,4]thiadiazol-2-yl)-N'-((1S, 2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-malonamide

- 10 (23a) The compound 5-tert-butyl-[1,3,4]thiadiazol-2-ylamine (67 mg, 0.43 mmol) was dissolved in 6 mL of 1:1 CH_2Cl_2 /DMF. The resultant solution was charged sequentially with the lithium salt of N-[(1S, 2S)-1-(benzyloxycarbonylamino-methyl)-2-hydroxy-pent-3-ynyl]-malonic acid (151 mg, 0.43 mmol, see procedure 21a), N, N-diisopropylethylamine (0.38 mL, 2.1 mmol) and HATU (194 mg, 0.51 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH_4Cl . The aqueous phase was extracted with EtOAc
- 15 (1 x). The combined organic extracts were washed with sat. $NaHCO_3$ and brine, dried (Na_2SO_4), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to afford {(2S, 3S)-2-[2-(5-tert-butyl-[1,3,4]thiadiazol-2-ylcarbamoyl)-acetylamino]-3-hydroxy-hex-4-ynyl}-carbamic acid benzyl ester as a colorless oil
- 20 (90 mg, 43% yield). MS found: $(M + Na)^+ = 510.4$.

- (23b) A solution of {(2S, 3S)-2-[2-(5-tert-butyl-[1,3,4]thiadiazol-2-ylcarbamoyl)-acetylamino]-3-hydroxy-hex-4-ynyl}-carbamic acid benzyl ester (90 mg, 0.19 mmol) in MeOH (4 mL) was charged with 5% Pd/C, Degussa style (18 mg), stirred under H_2 (1 atm) for 12 h at RT, filtered, and concentrated in vacuo. The residue was dissolved in MeOH (3 mL). The resultant solution was
- 30

charged sequentially with 2,4-dimethylbenzaldehyde (0.02 mL, 0.14 mmol) and sodium cyanoborohydride (11 mg, 0.18 mmol), stirred for 12 h at RT, quenched with sat. NaHCO₃, and extracted twice with EtOAc. The organic extracts
5 were combined, washed with brine, dried (Na₂SO₄), filtered, and concentrated in vacuo. Purification of the residue by reverse-phase HPLC provided the title compound as a white powder after lyophilization. MS found: (M + H)⁺ = 476.5.

10

Example 24

N-{(1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-2,2-dimethyl-N'-(3-trifluoromethyl-phenyl)-malonamide

15

(24a) The compound 2,2-dimethyl-malonic acid diethyl ester (0.5 mL, 2.6 mmol) was dissolved in EtOH. The resultant solution was charged with potassium hydroxide (84 mg, 2.1 mmol) and the resultant suspension was
20 stirred for 12 h at RT. The mixture was concentrated under reduced pressure to provide the potassium salt of 2,2-dimethyl-malonic acid monoethyl ester (430 mg, 100% yield, based on KOH). A portion (369 mg) of this material was dissolved in 21 mL of 1:1 CH₂Cl₂/DMF. The
25 resultant solution was charged sequentially with meta-trifluoromethylaniline (0.27 mL, 2.2 mmol), N, N-diisopropylethylamine (1.8 mL, 10.9 mmol) and HATU (990 mg, 2.6 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and
30 sat. NH₄Cl. The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO₃ and brine, dried (Na₂SO₄), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to afford 2,2-dimethyl-N-(3-

trifluoromethyl-phenyl)-malonamic acid ethyl ester (425 mg, 65% yield). $^1\text{H-NMR}$ (CDCl_3 , 300 MHz): δ 1.25 (t, 2H), 1.50 (s, 6H), 4.19 (q, 3H) 7.29 (d, 1H), 7.37 (t, 1H), 7.63 (d, 1H), 7.82 (s, 1H), 8.96 (broad s, 1H); $^{19}\text{F-NMR}$ (CDCl_3 , 300 MHz): δ -63.13 (s).

(24b) The compound 2,2-dimethyl-N-(3-trifluoromethyl-phenyl)-malonamic acid ethyl ester (425 mg, 1.4 mmol) was dissolved in THF (12 mL). The resultant solution was charged sequentially with MeOH (4 mL) and aq. LiOH (32 mg LiOH in 4 mL water). The mixture was concentrated in vacuo, and the residue was lyophilized from 1:1 acetonitrile/water to provide the lithium salt of 2,2-dimethyl-N-(3-trifluoromethyl-phenyl)-malonamic acid. A portion (55 mg, 0.2 mmol) of this material was dissolved in 4 mL of 1:1 $\text{CH}_2\text{Cl}_2/\text{DMF}$. The resultant solution was charged sequentially with [(2S, 3S)-2-amino-3-hydroxyhexyl]-(2,4-dimethyl-benzyl)-carbamic acid benzyl ester (71 mg, 0.2 mmol), N, N-diisopropylethylamine (0.16 mL, 0.98 mmol) and HATU (89 mg, 0.24 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH_4Cl . The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO_3 and brine, dried (Na_2SO_4), filtered, and concentrated in vacuo. This material was dissolved in MeOH (4 mL), and the resultant solution was charged with 5% Pd/C, Degussa style (11 mg), stirred under H_2 (1 atm) for 12 h at RT, filtered, and concentrated in vacuo. Purification of the residue by reverse-phase HPLC provided the title compound as a white powder after lyophilization. MS found: $(\text{M} + \text{H})^+ = 508.5$.

Example 25

N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-(2R/S)-2-methyl-N'-(3-trifluoromethyl-phenyl)-malonamide

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(25a) The compound [(2S, 3S)-2-amino-3-hydroxy-hex-4-ynyl]-carbamic acid benzyl ester (173 mg, 0.46 mmol, prepared as described in WO PCT 0250019) was dissolved in 5 mL of 1:1 CH₂Cl₂/DMF. The resultant solution was charged sequentially with 2-methyl-malonic acid (54 mg, 0.46 mmol), meta-trifluoromethylaniline (0.06 mL, 0.46 mmol), N, N-diisopropylethylamine (0.8 mL, 4.6 mmol) and HATU (434 mg, 1.1 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH₄Cl. The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO₃ and brine, dried (Na₂SO₄), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to provide {(2S, 3S)-3-hydroxy-2-[2-(3-trifluoromethyl-phenylcarbonyl)-propionylamino]-hex-4-ynyl]-carbamic acid benzyl ester (40 mg, 17% yield). MS found: (M + Na)⁺ = 528.4.

(25b) A solution of {(2S, 3S)-3-hydroxy-2-[2-(3-trifluoromethyl-phenylcarbonyl)-propionylamino]-hex-4-ynyl]-carbamic acid benzyl ester (40 mg, 0.08 mmol) in MeOH (2 mL) was charged with 5% Pd/C, Degussa style (8 mg), stirred under H₂ (1 atm) for 12 h at RT, filtered, and concentrated in vacuo. The residue was dissolved in MeOH (2 mL). The resultant solution was charged sequentially with 2,4-dimethylbenzaldehyde (0.009 mL, 0.06 mmol) and sodium cyanoborohydride (5 mg, 0.08 mmol), stirred for 12 h at RT, quenched with sat. NaHCO₃, and extracted twice with EtOAc. The organic extracts were

combined, washed with brine, dried (Na_2SO_4), filtered, and concentrated in vacuo. Purification of the residue by reverse-phase HPLC provided the title compound as a white powder after lyophilization. MS found: $(M + H)^+ = 494.4$.

5

Example 26

N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-2,2-difluoro-N'-(3-trifluoromethyl-phenyl)-malonamide

10

(26a) To a solution of 2,2-difluoro-malonic acid diethyl ester (500 mg, 2.5 mmol) in EtOH (10 mL) was added KOH (82 mg, 2.0 mmol). The resultant suspension was stirred overnight and then concentrated in vacuo to provide the potassium salt of 2,2-difluoro-malonic acid ethyl ester (208 mg, 40% yield). This material (1.0 mmol) was dissolved in 9 mL of 1:1 CH_2Cl_2 /DMF. The resultant solution was charged sequentially with meta-trifluoromethylaniline (0.13 mL, 1.0 mmol), N, N-diisopropylethylamine (0.9 mL, 5.0 mmol) and HATU (460 mg, 1.2 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH_4Cl . The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO_3 and brine, dried (Na_2SO_4), filtered, and concentrated in vacuo to provide 2,2-difluoro-N-(3-trifluoromethyl-phenyl)-malonamic acid ethyl ester. MS found: $(M - H)^- = 310.2$.

(26b) A solution of (1S, 2S)-1-([benzyloxycarbonyl-(2,4-dimethyl-benzyl)-amino]-methyl)-2-hydroxy-pentyl)-carbamic acid tert-butyl ester (600 mg, 1.2 mmol, see procedure 12a) in MeOH was charged with 5% Pd/C, Degussa style (120 mg), stirred under H_2 (1 atm) for 12 h at RT,

filtered, and concentrated in vacuo. The residue was dissolved in methylene chloride (6 mL) and the resultant solution was charged with trifluoroacetic acid (6 mL). The mixture was stirred for 3 h at RT and concentrated in vacuo. The residue was dissolved in benzene and the resultant solution was concentrated in vacuo; this procedure was repeated to provide (2S, 3S)-2-amino-1-(2,4-dimethyl-benzylamino)-hexan-3-ol (321 mg). MS found: (M + H)⁺ = 251.4.

10

(26c) The compound 2,2-difluoro-N-(3-trifluoromethyl-phenyl)-malonamic acid ethyl ester (314 mg, 1.0 mmol) was dissolved in THF (6 mL). The resultant solution was charged sequentially with MeOH (2 mL) and aq. LiOH (24 mg LiOH in 2 mL water). The mixture was concentrated in vacuo, and the residue was lyophilized from 1:1 acetonitrile/water to provide the lithium salt of 2,2-difluoro-N-(3-trifluoromethyl-phenyl)-malonamic acid. A portion (106 mg, 0.4 mmol) of this material was dissolved in 4 mL of 1:1 CH₂Cl₂/DMF. The resultant solution was charged sequentially with (2S, 3S)-2-amino-1-(2,4-dimethyl-benzylamino)-hexan-3-ol (71 mg, 0.2 mmol, see procedure 26b), N, N-diisopropylethylamine (0.37 mL, 2.1 mmol) and HATU (194 mg, 0.51 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH₄Cl. The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO₃ and brine, dried (Na₂SO₄), filtered, and concentrated in vacuo. Purification of the residue by reverse-phase HPLC provided the title compound as a white powder after lyophilization. MS found: (M + H)⁺ = 516.3.

30

Example 27

N-(3-Amino-5-trifluoromethyl-phenyl)-N'-{(1S, 2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-2,2-difluoro-malonamide

5

(27a) Procedure 26a was followed, substituting (3-amino-5-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester (see procedure 8a) for meta-trifluoromethylaniline, and the resultant product was carried through procedure 26c.

10 The product residue was dissolved in methylene chloride (3 mL), and the resultant solution was charged with trifluoroacetic acid (3 mL), stirred for 3 h at RT, and concentrated in vacuo. The residue was dissolved in benzene and the resultant solution was concentrated in
15 vacuo; this procedure was repeated. Purification of the residue by reverse-phase HPLC provided the title compound as a white powder after lyophilization. MS found: (M + H)⁺ = 531.3.

20

Example 28

N-{(1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-2-(4-trifluoromethyl-1H-benzimidazol-2-yl)-acetamide

25

(28a) N-(2-Nitro-3-trifluoromethyl-phenyl)-acetamide (Helvetica 1947, p.107) (3.6 g) was dissolved in EtOH and heated to 105 °C prior to the addition of 1N NaOH (60 ml) and 50% NaOH (10 ml). After 2.5 h, the reaction was cooled to rt and EtOAc was added. The organic layer was
30 washed with water and brine. Then it was dried and concentrated to give a crude 2-nitro-3-trifluoromethyl-phenylamine (2.79 g): ¹H NMR (CDCl₃, δppm, 300 MHz) 5.0 (s, 2H), 7.02 (d, 1H), 7.10 (d, 1H), 7.38 (t, 1H). A portion (1.42 g) of this material was dissolved in MeOH.

(20 mL) prior to the addition of 10% Pd/C (260 mg). The reaction was placed on a Parr apparatus under hydrogen at 60 psi for 3 h. The Pd/C was filtered off and solvent was concentrated to give 3-trifluoromethyl-benzene-1,2-diamine (1.16 g): ^1H NMR (CDCl_3 , δ ppm, 300 MHz) 3.40 (s, 2H), 3.94 (s, 2H), 6.70 (t, 1H), 6.85 (d, 1H), 7.02 (d, 1H). A portion (1.15 g) of this material was dissolved in diethyl malonate. The reaction was heated at 160 $^\circ\text{C}$ (oil bath temperature) for 1.5 h. After cooling to rt, flash chromatography of the crude reaction gave (4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid ethyl ester (1.14 g). MS found: $(\text{M} + \text{H})^+ = 273.0$. A portion (200 mg) of this material was dissolved in THF (2 mL) prior to the addition of a solution of $\text{LiOH}\cdot\text{H}_2\text{O}$ (37 mg) in water (0.1 mL). A couple drops of MeOH were added until the solution became clear. After 2 h at rt, the reaction was concentrated and freeze-dried to provide (4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid lithium salt (175 mg). MS found: $(\text{M} + \text{H})^+ = 245.0$

20

(28b) The compound [(2S, 3S)-2-amino-3-hydroxy-hex-4-ynyl]-carbamic acid benzyl ester (70 mg, 0.19 mmol, prepared as described in WO PCT 0250019) was dissolved in 5 mL of 2:1 CH_2Cl_2 /DMF. The resultant solution was charged sequentially with the lithium salt of (4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid (46 mg, 0.19 mmol, see procedure 28a), N, N-diisopropylethylamine (0.16 mL, 0.94 mmol) and HATU (85 mg, 0.22 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and sat. NH_4Cl . The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO_3 and brine, dried (Na_2SO_4), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to provide

30

{(2S, 3S)-3-hydroxy-2-[2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetylamino]-hex-4-ynyl}-carbamic acid benzyl ester (87 mg, 95% yield). MS found: (M + Na)⁺ = 511.3.

5

(28c) A solution of {(2S, 3S)-3-hydroxy-2-[2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetylamino]-hex-4-ynyl}-carbamic acid benzyl ester (87 mg, 0.18 mmol) in MeOH (3 mL) was charged with 5% Pd/C, Degussa style (17 mg), stirred under H₂ (1 atm) for 12 h at RT, filtered, and concentrated in vacuo. The residue was dissolved in MeOH (3 mL). The resultant solution was charged sequentially with 2,4-dimethylbenzaldehyde (0.024 mL, 0.16 mmol) and sodium cyanoborohydride (12 mg, 0.2 mmol), stirred for 12 h at RT, quenched with sat. NaHCO₃, and extracted twice with EtOAc. The organic extracts were combined, washed with brine, dried (Na₂SO₄), filtered, and concentrated in vacuo. Purification of the residue by reverse-phase HPLC provided the title compound as a white powder after lyophilization. MS found: (M + H)⁺ = 477.4.

20

Example 29

N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-2-(5-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide

25

(29a) The compound (2-amino-4-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester (1.8 g, 6.6 mmol, see procedure 4a) was dissolved in 32 mL of 2:1 CH₂Cl₂/DMF. The resultant solution was charged sequentially with mono-benzyl malonate (1.28 g, 6.6 mmol), N, N-diisopropylethylamine (5.8 mL, 33 mmol) and HATU (3.0 g, 7.9 mmol). The mixture was stirred for 12 h at RT, concentrated in vacuo, and partitioned between EtOAc and

30

sat. NH_4Cl . The aqueous phase was extracted with EtOAc (1 x). The combined organic extracts were washed with sat. NaHCO_3 and brine, dried (Na_2SO_4), filtered, and concentrated in vacuo. The residue was purified by flash chromatography to provide N-(2-tert-butoxycarbonylamino-5-trifluoromethyl-phenyl)-malonamic acid benzyl ester (2.3 g, 77% yield). A portion (860 mg) of this material was dissolved in 10 mL of THF. The resultant solution was charged with 30 mL of acetic acid, heated at 65 °C for 3 h, and concentrated in vacuo. The residue was purified by flash chromatography to provide (5-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid benzyl ester (343 mg, 54% yield). MS found: $(M + H)^+ = 335.2$.

15 (29b) The compound (5-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid benzyl ester (105 mg, 0.32 mmol) was dissolved in THF (3.6 mL). The resultant solution was charged sequentially with MeOH (1.2 mL) and aq. LiOH (15 mg LiOH in 1.2 mL water), stirred for 12 h at RT, and concentrated in vacuo (the water bath was left unheated) to provide the lithium salt of (5-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid. This material was incorporated into procedure 28b in the place of the lithium salt of (4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetic acid. The resultant product was carried through procedure 28c to provide the title compound as a white powder after reverse-phase HPLC purification and lyophilization. MS found: $(M + H)^+ = 477.5$.

Table of Examples

The following table illustrates examples of the present invention. The data in the "MS" columns represent the values observed for the $(M + H)^+$ ions in electrospray mass spectroscopy experiments. The substituents listed in each table are to be paired with the structure embedded in the table heading. The synthesis of all of these compounds has been described in detail in the previous section (Examples).

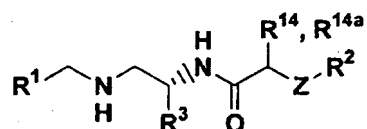
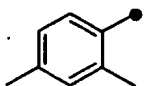
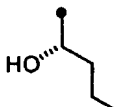
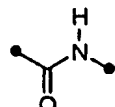
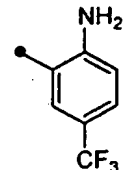
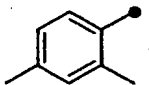
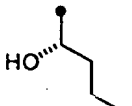
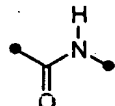
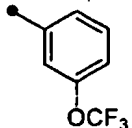
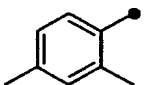
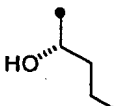
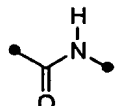
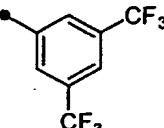
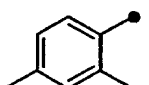
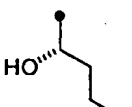
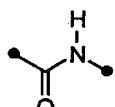
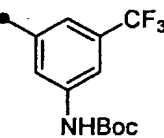
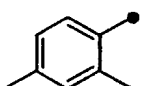
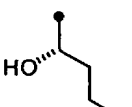
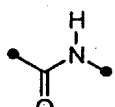
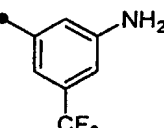
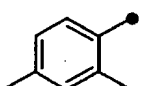
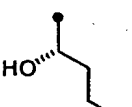
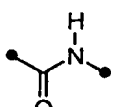
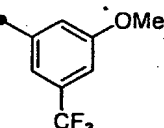
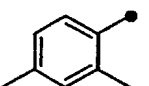
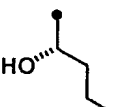
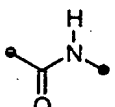
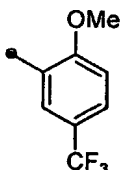
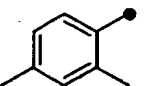
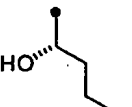
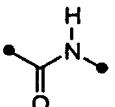
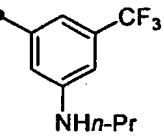
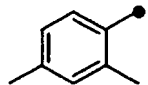
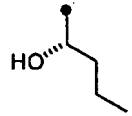
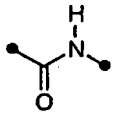
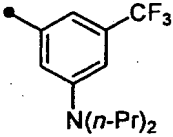
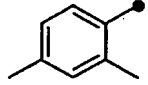
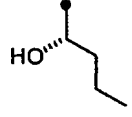
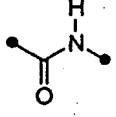
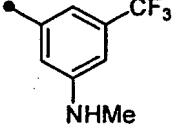
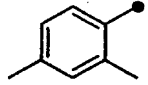
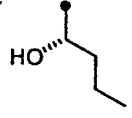
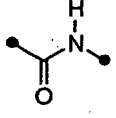
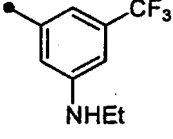
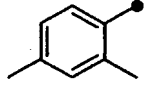
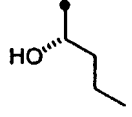
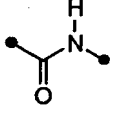

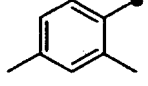
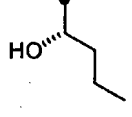
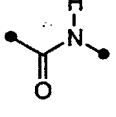
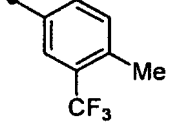
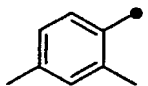
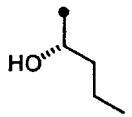
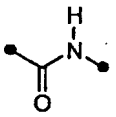
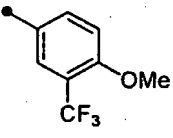
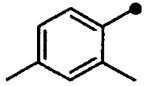
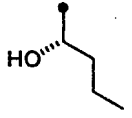
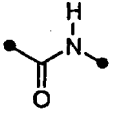
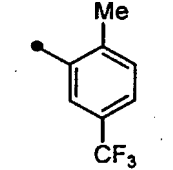
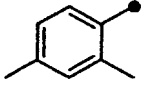
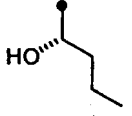
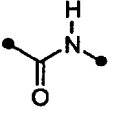
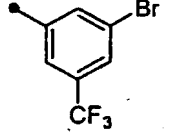
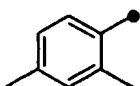
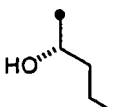
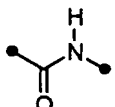
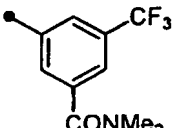
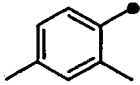
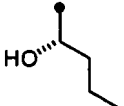
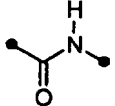
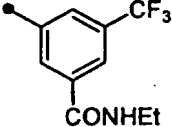
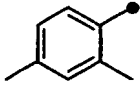
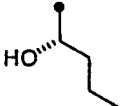
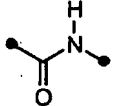
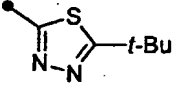
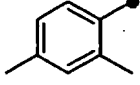
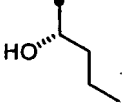
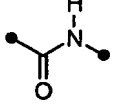
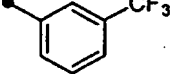
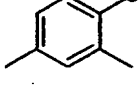
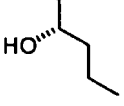
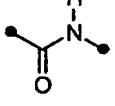
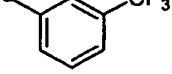
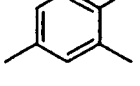
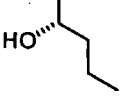
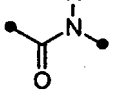
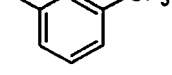
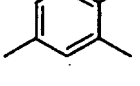
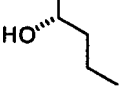
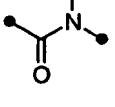
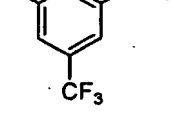
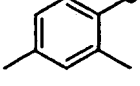
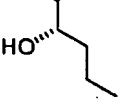
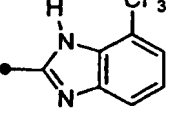
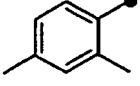
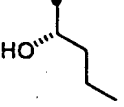
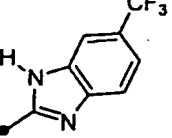


Table 1: examples 1 - 29

No.	R ¹	R ³	R ¹⁴ , R ^{14a}	Z	R ²	MS
1			H			480.6
2			H			480.3
3			H			480.5
4			H			595.5

No.	R ¹	R ³	R ¹⁴ , R ^{14a}	Z	R ²	MS
5			H			495.2
6			H			496.4
7			H			548.3
8			H			595.5
9			H			495.4
10			H			510.4
11			H			510.4
12			H			537.4

No.	R ¹	R ³	R ¹⁴ , R ^{14a}	Z	R ²	MS
13			H			579.4
14			H			509.3
15			H			523.3
16			H			566.3
17			H			494.4
18			H			510.3
19			H			494.3
20			H			560.2

No.	R ¹	R ³	R ¹⁴ , R ^{14a}	Z	R ²	MS
21			H			551.3
22			H			551.3
23			H			476.5
24			Me ₂			508.5
25			Me			494.4
26			F ₂			516.3
27			F ₂			531.3
28			H	--		477.4
29			H	--		477.5

UTILITY

Compounds of formula I are shown to be modulators of chemokine receptor activity using assays known by those skilled in the art. In this section, we describe these assays and give their literature reference. By displaying activity in these assays of MCP-1 antagonism, compounds of formula I are expected to be useful in the treatment of human diseases associated with chemokines and their cognate receptors. The definition of activity in these assays is a compound demonstrating an IC_{50} of 20 μM or lower in concentration when measured in a particular assay.

15 Antagonism of MCP-1 Binding to Human PBMC

(Yoshimura et al., *J. Immunol.* 1990, 145, 292)

Compounds of the present invention have activity in the antagonism of MCP-1 binding to human PBMC (human peripheral blood mononuclear cells) described here.

20 Millipore filter plates (#MABVN1250) are treated with 100 μl of binding buffer (0.5% bovine serum albumin, 20 mM HEPES buffer and 5 mM magnesium chloride in RPMI 1640 media) for thirty minutes at room temperature. To measure binding, 50 μl of binding buffer, with or without
25 a known concentration compound, is combined with 50 μl of 125 -I labeled human MCP-1 (to give a final concentration of 150 pM radioligand) and 50 μl of binding buffer containing 5×10^5 cells. Cells used for such binding assays can include human peripheral blood mononuclear
30 cells isolated by Ficoll-Hypaque gradient centrifugation, human monocytes (Weiner et al., *J. Immunol. Methods.* 1980, 36, 89), or the THP-1 cell line which expresses the endogenous receptor. The mixture of compound, cells and

radioligand are incubated at room temperature for thirty minutes. Plates are placed onto a vacuum manifold, vacuum applied, and the plates washed three times with binding buffer containing 0.5M NaCl. The plastic skirt
5 is removed from the plate, the plate allowed to air dry, the wells punched out and counted. The percent inhibition of binding is calculated using the total counts obtained in the absence of any competing compound and the background binding determined by addition of 100
10 nM MCP-1 in place of the test compound.

Antagonism of MCP-1-induced Calcium Influx

(Sullivan, et al. Methods Mol. Biol., 114, 125-133 (1999))

Compounds of the present invention have activity in
15 the antagonism of MCP-1-induced calcium influx assay described here.

Calcium mobilization is measured using the fluorescent Ca^{2+} indicator dye, Fluo-3. Cells are incubated at 8×10^5 cells/ml in phosphate-buffered
20 saline containing 0.1% bovine serum albumin, 20 mM HEPES buffer, 5 mM glucose, 1% fetal bovine serum, 4 μM Fluo-3 AM and 2.5 mM probenecid for 60 minutes at 37°C. Cells used for such calcium assays can include human monocytes isolated as described by Weiner et al., J. Immunol.
25 Methods, 36, 89-97 (1980) or cell lines which expresses the endogenous CCR2 receptor such as THP-1 and MonoMac-6. The cells are then washed three times in phosphate-buffered saline containing 0.1% bovine serum albumin, 20 mM HEPES, 5 mM glucose and 2.5 mM probenecid. The cells
30 are resuspended in phosphate-buffered saline containing 0.5% bovine serum albumin, 20 mM HEPES and 2.5 mM probenecid at a final concentration of $2-4 \times 10^6$ cells/ml. Cells are plated into 96-well, black-wall

microplates (100 μ l/well) and the plates centrifuged at 200 x g for 5 minutes. Various concentrations of compound are added to the wells (50 μ l/well) and after 5 minutes, 50 μ l/well of MCP-1 is added to give a final concentration of 10 nM. Calcium mobilization is detected by using a fluorescent-imaging plate reader. The cell monolayer is excited with an argon laser (488 nm) and cell-associated fluorescence measured for 3 minutes, (every second for the first 90 seconds and every 10 seconds for the next 90 seconds). Data are generated as arbitrary fluorescence units and the change in fluorescence for each well determined as the maximum-minimum differential. Compound-dependent inhibition is calculated relative to the response of MCP-1 alone.

15

Antagonism of MCP-1-induced Human PBMC Chemotaxis

(Bacon et al., *Brit. J. Pharmacol.* **1988**, 95, 966)

Compounds of the present invention have activity in the antagonism of MCP-1-induced human PBMC chemotaxis assay described here.

20

Neuroprobe MBA96-96-well chemotaxis chamber, Polyfiltronics MPC 96 well plate, and Neuroprobe polyvinylpyrrolidone-free polycarbonate PFD5 8-micron filters are warmed in a 37 °C incubator. Human Peripheral Blood Mononuclear Cells (PBMCs) (Boyum et al., *Scand. J. Clin. Lab Invest. Suppl.* **1968**, 97, 31), freshly isolated via the standard ficoll density separation method, are suspended in DMEM at 1×10^7 c/ml and warmed at 37°C. A 60nM solution of human MCP-1 is also warmed at 37°C.

Dilutions of test compounds are made up at 2x the concentration needed in DMEM. The PBMC suspension and the 60nm MCP-1 solution are mixed 1:1 in polypropylene tubes with prewarmed DMEM with or without a dilution of

30

the test compounds. These mixtures are warmed in a 37°C tube warmer. To start the assay, add the MCP-1/compound mixture into the wells of the Polyfiltronics MPC 96 well plate that has been placed into the bottom part of the
5 Neuroprobe chemotaxis chamber. The approximate volume is 400µl to each well and there should be a positive meniscus after dispensing. The 8 micron filter is placed gently on top of the 96 well plate, a rubber gasket is attached to the bottom of the upper chamber, and the
10 chamber is assembled. A 200µl volume of the cell suspension/compound mixture is added to the appropriate wells of the upper chamber. The upper chamber is covered with a plate sealer, and the assembled unit is placed in a 37°C incubator for 45 minutes. After incubation, the
15 plate sealer is removed and all the remaining cell suspension is aspirated off. The chamber is disassembled and the filter gently removed. While holding the filter at a 90 degree angle, unigrated cells are washed away using a gentle stream of phosphate buffered saline and
20 the top of the filter wiped with the tip of a rubber squeegee. Repeat this wash twice more. The filter is air dried and then immersed completely in Wright Geimsa stain for 45 seconds. The filter is then washed by soaking in distilled water for 7 minutes, and then a
25 second additional wash in fresh distilled water. The filter is again air dried. Migrated cells on the filter are quantified by visual microscopy.

Mammalian chemokine receptors provide a target for interfering with or promoting immune cell function in a
30 mammal, such as a human. Compounds that inhibit or promote chemokine receptor function are particularly useful for modulating immune cell function for therapeutic purposes. Accordingly, the present invention is directed to compounds which are useful in the

prevention and/or treatment of a wide variety of inflammatory, infectious, and immunoregulatory disorders and diseases, including asthma and allergic diseases, infection by pathogenic microbes (which, by definition, includes viruses), as well as autoimmune pathologies such as the rheumatoid arthritis and atherosclerosis.

For example, an instant compound which inhibits one or more functions of a mammalian chemokine receptor (e.g., a human chemokine receptor) may be administered to inhibit (i.e., reduce or prevent) inflammation or infectious disease. As a result, one or more inflammatory process, such as leukocyte emigration, adhesion, chemotaxis, exocytosis (e.g., of enzymes, histamine) or inflammatory mediator release, is inhibited.

Similarly, an instant compound which promotes one or more functions of the mammalian chemokine receptor (e.g., a human chemokine) as administered to stimulate (induce or enhance) an immune or inflammatory response, such as leukocyte emigration, adhesion, chemotaxis, exocytosis (e.g., of enzymes, histamine) or inflammatory mediator release, resulting in the beneficial stimulation of inflammatory processes. For example, eosinophils can be recruited to combat parasitic infections. In addition, treatment of the aforementioned inflammatory, allergic and autoimmune diseases can also be contemplated for an instant compound which promotes one or more functions of the mammalian chemokine receptor if one contemplates the delivery of sufficient compound to cause the loss of receptor expression on cells through the induction of chemokine receptor internalization or the delivery of compound in a manner that results in the misdirection of the migration of cells.

In addition to primates, such as humans, a variety of other mammals can be treated according to the method of the present invention. For instance, mammals, including but not limited to, cows, sheep, goats, horses, dogs, cats, guinea pigs, rats or other bovine, ovine, equine, canine, feline, rodent or murine species can be treated. However, the method can also be practiced in other species, such as avian species. The subject treated in the methods above is a mammal, male or female, in whom modulation of chemokine receptor activity is desired. "Modulation" as used herein is intended to encompass antagonism, agonism, partial antagonism and/or partial agonism.

Diseases or conditions of human or other species which can be treated with inhibitors of chemokine receptor function, include, but are not limited to: inflammatory or allergic diseases and conditions, including respiratory allergic diseases such as asthma, allergic rhinitis, hypersensitivity lung diseases, hypersensitivity pneumonitis, eosinophilic cellulitis (e.g., Wells's syndrome), eosinophilic pneumonias (e.g., Loeffler's syndrome, chronic eosinophilic pneumonia), eosinophilic fasciitis (e.g., Shulman's syndrome), delayed-type hypersensitivity, interstitial lung diseases (ILD) (e.g., idiopathic pulmonary fibrosis, or ILD associated with rheumatoid arthritis, systemic lupus erythematosus, ankylosing spondylitis, systemic sclerosis, Sjogren's syndrome, polymyositis or dermatomyositis); systemic anaphylaxis or hypersensitivity responses, drug allergies (e.g., to penicillin, cephalosporins), eosinophilia-myalgia syndrome due to the ingestion of contaminated tryptophan, insect sting allergies; autoimmune diseases, such as rheumatoid arthritis, psoriatic arthritis, multiple

sclerosis, systemic lupus erythematosus, myasthenia gravis, juvenile onset diabetes; glomerulonephritis, autoimmune thyroiditis, Behcet's disease; graft rejection (e.g., in transplantation), including allograft rejection or graft-versus-host disease; inflammatory bowel diseases, such as Crohn's disease and ulcerative colitis; spondyloarthropathies; scleroderma; psoriasis (including T-cell mediated psoriasis) and inflammatory dermatoses such as an dermatitis, eczema, atopic dermatitis, allergic contact dermatitis, urticaria; vasculitis (e.g., necrotizing, cutaneous, and hypersensitivity vasculitis); eosinophilic myositis, eosinophilic fasciitis; cancers with leukocyte infiltration of the skin or organs. Other diseases or conditions in which undesirable inflammatory responses are to be inhibited can be treated, including, but not limited to, reperfusion injury, atherosclerosis, certain hematologic malignancies, cytokine-induced toxicity (e.g., septic shock, endotoxic shock), polymyositis, dermatomyositis. Infectious diseases or conditions of human or other species which can be treated with inhibitors of chemokine receptor function, include, but are not limited to, HIV.

Diseases or conditions of humans or other species which can be treated with promoters of chemokine receptor function, include, but are not limited to:

immunosuppression, such as that in individuals with immunodeficiency syndromes such as AIDS or other viral infections, individuals undergoing radiation therapy, chemotherapy, therapy for autoimmune disease or drug therapy (e.g., corticosteroid therapy), which causes immunosuppression; immunosuppression due to congenital deficiency in receptor function or other causes; and infections diseases, such as parasitic diseases, including, but not limited to helminth infections, such

as nematodes (round worms); (Trichuriasis, Enterobiasis, Ascariasis, Hookworm, Strongyloidiasis, Trichinosis, filariasis); trematodes (flukes) (Schistosomiasis, Clonorchiasis), cestodes (tape worms) (Echinococcosis, Taeniasis saginata, Cysticercosis); visceral worms, visceral larva migraines (e.g., Toxocara), eosinophilic gastroenteritis (e.g., Anisaki sp., Phocanema sp.), cutaneous larva migraines (Ancylostoma braziliense, Ancylostoma caninum). The compounds of the present invention are accordingly useful in the prevention and treatment of a wide variety of inflammatory, infectious and immunoregulatory disorders and diseases. In addition, treatment of the aforementioned inflammatory, allergic and autoimmune diseases can also be contemplated for promoters of chemokine receptor function if one contemplates the delivery of sufficient compound to cause the loss of receptor expression on cells through the induction of chemokine receptor internalization or delivery of compound in a manner that results in the misdirection of the migration of cells.

In another aspect, the instant invention may be used to evaluate the putative specific agonists or antagonists of a G protein coupled receptor. The present invention is directed to the use of these compounds in the preparation and execution of screening assays for compounds that modulate the activity of chemokine receptors. Furthermore, the compounds of this invention are useful in establishing or determining the binding site of other compounds to chemokine receptors, e.g., by competitive inhibition or as a reference in an assay to compare its known activity to a compound with an unknown activity. When developing new assays or protocols, compounds according to the present invention could be used to test their effectiveness. Specifically, such

compounds may be provided in a commercial kit, for example, for use in pharmaceutical research involving the aforementioned diseases. The compounds of the instant invention are also useful for the evaluation of putative
5 specific modulators of the chemokine receptors. In addition, one could utilize compounds of this invention to examine the specificity of G protein coupled receptors that are not thought to be chemokine receptors, either by serving as examples of compounds which do not bind or as
10 structural variants of compounds active on these receptors which may help define specific sites of interaction.

The compounds of the present invention are used to treat or prevent disorders selected from rheumatoid
15 arthritis, osteoarthritis, septic shock, atherosclerosis, aneurism, fever, cardiovascular effects, haemodynamic shock, sepsis syndrom, post ischemic reperfusion injury, malaria, Crohn's disease, inflammatory bowel diseases, mycobacterial infection, meningitis, psoriasis,
20 congestive heart failure, fibrotic diseases, cachexia, graft rejection, autoimmune diseases, skin inflammatory diseases, multiple sclerosis, radiation damage, hyperoxic alveolar injury, HIV, HIV dementia, non-insulin dependent diabetes melitus, asthma, allergic rhinitis, atopic
25 dermatitis, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis,
30 eosinophilic gastroenteritis, drug induced eosinophilia, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, colonic carcinoma, Felty's syndrome, sarcoidosis, uveitis, Alzheimer, Glomerulonephritis, and systemic lupus erythematosus.

In another aspect, the compounds are used to treat or prevent inflammatory disorders selected from from rheumatoid arthritis, osteoarthritis, atherosclerosis, aneurism, fever, cardiovascular effects, Crohn's disease, inflammatory bowel diseases, psoriasis, congestive heart failure, multiple sclerosis, autoimmune diseases, skin inflammatory diseases.

In another aspect, the compounds are used to treat or prevent inflammatory disorders selected from rheumatoid arthritis, osteoarthritis, atherosclerosis, Crohn's disease, inflammatory bowel diseases, and multiple sclerosis.

Combined therapy to prevent and treat inflammatory, infectious and immunoregulatory disorders and diseases, including asthma and allergic diseases, as well as autoimmune pathologies such as rheumatoid arthritis and atherosclerosis, and those pathologies noted above is illustrated by the combination of the compounds of this invention and other compounds which are known for such utilities. For example, in the treatment or prevention of inflammation, the present compounds may be used in conjunction with an anti-inflammatory or analgesic agent such as an opiate agonist, a lipoxxygenase inhibitor, a cyclooxygenase-2 inhibitor, an interleukin inhibitor, such as an interleukin-1 inhibitor, a tumor necrosis factor inhibitor, an NMDA antagonist, an inhibitor or nitric oxide or an inhibitor of the synthesis of nitric oxide, a non-steroidal anti-inflammatory agent, a phosphodiesterase inhibitor, or a cytokine-suppressing anti-inflammatory agent, for example with a compound such as acetaminophen, aspirin, codeine, fentanyl, ibuprofen, indomethacin, ketorolac, morphine, naproxen, phenacetin, piroxicam, a steroidal analgesic, sufentanyl, sunlindac, interferon alpha and the like. Similarly, the instant

compounds may be administered with a pain reliever; a potentiator such as caffeine, an H₂-antagonist, simethicone, aluminum or magnesium hydroxide; a decongestant such as phenylephrine, phenylpropanolamine, pseudophedrine, oxymetazoline, ephinephrine, naphazoline, xylometazoline, propylhexedrine, or levodesoxy-ephedrine; and antitussive such as codeine, hydrocodone, caramiphen, carbëtapentane, or dextramethorphan; a diuretic; and a sedating or non-sedating antihistamine. Likewise, compounds of the present invention may be used in combination with other drugs that are used in the treatment/prevention/suppression or amelioration of the diseases or conditions for which compound of the present invention are useful. Such other drugs may be administered, by a route and in an amount commonly used therefore, contemporaneously or sequentially with a compound of the present invention. When a compound of the present invention is used contemporaneously with one or more other drugs, a pharmaceutical composition containing such other drugs in addition to the compound of the present invention may be used. Accordingly, the pharmaceutical compositions of the present invention include those that also contain one or more other active ingredients, in addition to a compound of the present invention.

Examples of other active ingredients that may be combined with a compound of the present invention, either administered separately or in the same pharmaceutical compositions, include, but are not limited to: (a) integrin antagonists such as those for selectins, ICAMs and VLA-4; (b) steroids such as beclomethasone, methylprednisolone, betamethasone, prednisone, dexamethasone, and hydrocortisone; (c) immunosuppressants such as cyclosporin, tacrolimus, rapamycin and other FK-

506 type immunosuppressants; (d) antihistamines (H1-histamine antagonists) such as bromopheniramine, chlorpheniramine, dexchlorpheniramine, triprolidine, clemastine, diphenhydramine, diphenylpyraline, tripelennamine, hydroxyzine, methdilazine, promethazine, 5 trimeprazine, azatadine, cyproheptadine, antazoline, pheniramine pyrilamine, astemizole, terfenadine, loratadine, cetirizine, fexofenadine, descarboethoxyloratadine, and the like; (e) non-steroidal anti-asthmatics such as b2-agonists (terbutaline, 10 metaproterenol, fenoterol, isoetharine, albuteral, bitolterol, and pirbuterol), theophylline, cromolyn sodium, atropine, ipratropium bromide, leukotriene antagonists (zafirlukast, montelukast, pranlukast, iralukast, pobilukast, SKB-102,203), leukotriene 15 biosynthesis inhibitors (zileuton, BAY-1005); (f) non-steroidal antiinflammatory agents (NSAIDs) such as propionic acid derivatives (alminoprofen, benxaprofen, bucloxic acid, carprofen, fenbufen, fenoprofen, 20 fluprofen, flurbiprofen, ibuprofen, indoprofen, ketoprofen, miroprofen, naproxen, oxaprozin, piroprofen, pranoprofen, suprofen, tiaprofenic acid, and tioxaprofen), acetic acid derivatives (indomethacin, acemetacin, alclofenac, clidanac, diclofenac, fenclofenac, fenclozic acid, fentiazac, furofenac, 25 ibufenac, isoxepac, oxpinac, sulindac, tiopinac, tolmetin, zidometacin, and zomepirac), fenamic acid derivatives (flufenamic acid, meclofenamic acid, mefenamic acid, niflumic acid and tolfenamic acid), 30 biphenylcarboxylic acid derivatives (diflunisal and flufenisal), oxicams (isoxicam, piroxicam, sudoxicam and tenoxicam), salicylates (acetyl salicylic acid, sulfasalazine) and the pyrazolones (apazone, bezpiperylon, feprazone, mofebutazone, oxyphenbutazone,

phenylbutazone); (g) cyclooxygenase-2 (COX-2) inhibitors; (h) inhibitors of phosphodiesterase type IV (PDE-IV); (i) other antagonists of the chemokine receptors; (j) cholesterol lowering agents such as HMG-CoA reductase inhibitors (lovastatin, simvastatin and pravastatin, fluvastatin, atorvastatin, and other statins), sequestrants (cholestyramine and colestipol), nicotinic acid, fenofibric acid derivatives (gemfibrozil, clofibrat, fenofibrate and benzafibrate), and probucol; (k) anti-diabetic agents such as insulin, sulfonylureas, biguanides (metformin), α -glucosidase inhibitors (acarbose) and glitazones (troglitazone and pioglitazone); (l) preparations of interferons (interferon alpha-2a, interferon-2B, interferon alpha-N3, interferon beta-1a, interferon beta-1b, interferon gamma-1b); (m) antiviral compounds such as efavirenz, nevirapine, indinavir, ganciclovir, lamivudine, famciclovir, and zalcitabine; (o) other compound such as 5-aminosalicylic acid and prodrugs thereof, antimetabolites such as azathioprine and 6-mercaptopurine, and cytotoxic cancer chemotherapeutic agents. The weight ratio of the compound of the present invention to the second active ingredient may be varied and will depend upon the effective doses of each ingredient.

Generally, an effective dose of each will be used. Thus, for example, when a compound of the present invention is combined with an NSAID the weight ratio of the compound of the present invention to the NSAID will generally range from about 1000:1 to about 1:1000, or alternatively from about 200:1 to about 1:200. Combinations of a compound of the present invention and other active ingredients will generally also be within the aforementioned range, but in each case, an effective dose of each active ingredient should be used.

The compounds are administered to a mammal in a therapeutically effective amount. By "therapeutically effective amount" it is meant an amount of a compound of Formula I that, when administered alone or in combination
5 with an additional therapeutic agent to a mammal, is effective to prevent or ameliorate the thromboembolic disease condition or the progression of the disease.

Dosage and Formulation

10 The compounds of this invention can be administered in such oral dosage forms as tablets, capsules (each of which includes sustained release or timed release formulations), pills, powders, granules, elixirs, tinctures, suspensions, syrups, and emulsions. They may
15 also be administered in intravenous (bolus or infusion), intraperitoneal, subcutaneous, or intramuscular form, all using dosage forms well known to those of ordinary skill in the pharmaceutical arts. They can be administered alone, but generally will be administered with a
20 pharmaceutical carrier selected on the basis of the chosen route of administration and standard pharmaceutical practice.

The dosage regimen for the compounds of the present invention will, of course, vary depending upon known
25 factors, such as the pharmacodynamic characteristics of the particular agent and its mode and route of administration; the species, age, sex, health, medical condition, and weight of the recipient; the nature and extent of the symptoms; the kind of concurrent treatment;
30 the frequency of treatment; the route of administration, the renal and hepatic function of the patient, and the effect desired. A physician or veterinarian can determine and prescribe the effective amount of the drug

required to prevent, counter, or arrest the progress of the thromboembolic disorder.

By way of general guidance, the daily oral dosage of each active ingredient, when used for the indicated effects, will range between about 0.001 to 1000 mg/kg of body weight, or between about 0.01 to 100 mg/kg of body weight per day, or alternatively, between about 1.0 to 20 mg/kg/day. Intravenously, the doses will range from about 1 to about 10 mg/kg/minute during a constant rate infusion. Compounds of this invention may be administered in a single daily dose, or the total daily dosage may be administered in divided doses of two, three, or four times daily.

Compounds of this invention can be administered in intranasal form via topical use of suitable intranasal vehicles, or via transdermal routes, using transdermal skin patches. When administered in the form of a transdermal delivery system, the dosage administration will, of course, be continuous rather than intermittent throughout the dosage regimen.

The compounds are typically administered in admixture with suitable pharmaceutical diluents, excipients, or carriers (collectively referred to herein as pharmaceutical carriers) suitably selected with respect to the intended form of administration, that is, oral tablets, capsules, elixirs, syrups and the like, and consistent with conventional pharmaceutical practices.

For instance, for oral administration in the form of a tablet or capsule, the active drug component can be combined with an oral, non-toxic, pharmaceutically acceptable, inert carrier such as lactose, starch, sucrose, glucose, methyl cellulose, magnesium stearate, dicalcium phosphate, calcium sulfate, mannitol, sorbitol and the like; for oral administration in liquid form, the

oral drug components can be combined with any oral, non-toxic, pharmaceutically acceptable inert carrier such as ethanol, glycerol, water, and the like. Moreover, when desired or necessary, suitable binders, lubricants, 5 disintegrating agents, and coloring agents can also be incorporated into the mixture. Suitable binders include starch, gelatin, natural sugars such as glucose or beta-lactose, corn sweeteners, natural and synthetic gums such as acacia, tragacanth, or sodium alginate, 10 carboxymethylcellulose, polyethylene glycol, waxes, and the like. Lubricants used in these dosage forms include sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, sodium chloride, and the like. Disintegrators include, without limitation, 15 starch, methyl cellulose, agar, bentonite, xanthan gum, and the like.

The compounds of the present invention can also be administered in the form of liposome delivery systems, such as small unilamellar vesicles, large unilamellar 20 vesicles, and multilamellar vesicles. Liposomes can be formed from a variety of phospholipids, such as cholesterol, stearylamine, or phosphatidylcholines.

Compounds of the present invention may also be coupled with soluble polymers as targetable drug 25 carriers. Such polymers can include polyvinylpyrrolidone, pyran copolymer, polyhydroxypropylmethacrylamide-phenol, polyhydroxyethylaspartamidephenol, or polyethyleneoxide-polylysine substituted with palmitoyl residues. 30 Furthermore, the compounds of the present invention may be coupled to a class of biodegradable polymers useful in achieving controlled release of a drug, for example, polylactic acid, polyglycolic acid, copolymers of polylactic and polyglycolic acid, polyepsilon

caprolactone, polyhydroxy butyric acid, polyorthoesters, polyacetals, polydihydropyrans, polycyanoacylates, and crosslinked or amphipathic block copolymers of hydrogels.

Dosage forms (pharmaceutical compositions) suitable for administration may contain from about 1 milligram to about 100 milligrams of active ingredient per dosage unit. In these pharmaceutical compositions the active ingredient will ordinarily be present in an amount of about 0.5-95% by weight based on the total weight of the composition.

Gelatin capsules may contain the active ingredient and powdered carriers, such as lactose, starch, cellulose derivatives, magnesium stearate, stearic acid, and the like. Similar diluents can be used to make compressed tablets. Both tablets and capsules can be manufactured as sustained release products to provide for continuous release of medication over a period of hours. Compressed tablets can be sugar coated or film coated to mask any unpleasant taste and protect the tablet from the atmosphere, or enteric coated for selective disintegration in the gastrointestinal tract.

Liquid dosage forms for oral administration can contain coloring and flavoring to increase patient acceptance. In general, water, a suitable oil, saline, aqueous dextrose (glucose), and related sugar solutions and glycols such as propylene glycol or polyethylene glycols are suitable carriers for parenteral solutions.

Solutions for parenteral administration may contain a water soluble salt of the active ingredient, suitable stabilizing agents, and if necessary, buffer substances. Antioxidizing agents such as sodium bisulfite, sodium sulfite, or ascorbic acid, either alone or combined, are suitable stabilizing agents. Also used are citric acid and its salts and sodium EDTA. In addition, parenteral

solutions can contain preservatives, such as benzalkonium chloride, methyl- or propyl-paraben, and chlorobutanol.

Suitable pharmaceutical carriers are described in Remington's Pharmaceutical Sciences, Mack Publishing
5 Company, a standard reference text in this field.
Representative useful pharmaceutical dosage-forms for administration of the compounds of this invention can be illustrated as follows:

Capsules

10 A large number of unit capsules can be prepared by filling standard two-piece hard gelatin capsules each with 100 milligrams of powdered active ingredient, 150 milligrams of lactose, 50 milligrams of cellulose, and 6 milligrams magnesium stearate.

15 Soft Gelatin Capsules

A mixture of active ingredient in a digestable oil such as soybean oil, cottonseed oil or olive oil may be prepared and injected by means of a positive displacement pump into gelatin to form soft gelatin capsules
20 containing 100 milligrams of the active ingredient. The capsules should be washed and dried.

Tablets

Tablets may be prepared by conventional procedures so that the dosage unit is 100 milligrams of active
25 ingredient, 0.2 milligrams of colloidal silicon dioxide, 5 milligrams of magnesium stearate, 275 milligrams of microcrystalline cellulose, 11 milligrams of starch and 98.8 milligrams of lactose. Appropriate coatings may be applied to increase palatability or delay absorption.

30 Injectable

A parenteral composition suitable for administration by injection may be prepared by stirring 1.5% by weight of active ingredient in 10% by volume propylene glycol

and water. The solution should be made isotonic with sodium chloride and sterilized.

Suspension

An aqueous suspension can be prepared for oral
5 administration so that each 5 mL contain 100 mg of finely
divided active ingredient, 200 mg of sodium carboxymethyl
cellulose, 5 mg of sodium benzoate, 1.0 g of sorbitol
solution, U.S.P., and 0.025 mL of vanillin.
Where the compounds of this invention are combined with
10 other anticoagulant agents, for example, a daily dosage
may be about 0.1 to 100 milligrams of the compound of
Formula I and about 1 to 7.5 milligrams of the second
anticoagulant, per kilogram of patient body weight. For
a tablet dosage form, the compounds of this invention
15 generally may be present in an amount of about 5 to 10
milligrams per dosage unit, and the second anti-coagulant
in an amount of about 1 to 5 milligrams per dosage unit.
Where two or more of the foregoing second therapeutic
agents are administered with the compound of Formula I,
20 generally the amount of each component in a typical daily
dosage and typical dosage form may be reduced relative to
the usual dosage of the agent when administered alone, in
view of the additive or synergistic effect of the
therapeutic agents when administered in combination.
25 Particularly when provided as a single dosage unit, the
potential exists for a chemical interaction between the
combined active ingredients. For this reason, when the
compound of Formula I and a second therapeutic agent are
combined in a single dosage unit they are formulated such
30 that although the active ingredients are combined in a
single dosage unit, the physical contact between the
active ingredients is minimized (that is, reduced). For
example, one active ingredient may be enteric coated. By
enteric coating one of the active ingredients, it is

possible not only to minimize the contact between the combined active ingredients, but also, it is possible to control the release of one of these components in the gastrointestinal tract such that one of these components is not released in the stomach but rather is released in the intestines. One of the active ingredients may also be coated with a material which effects a sustained-release throughout the gastrointestinal tract and also serves to minimize physical contact between the combined active ingredients. Furthermore, the sustained-released component can be additionally enteric coated such that the release of this component occurs only in the intestine. Still another approach would involve the formulation of a combination product in which the one component is coated with a sustained and/or enteric release polymer, and the other component is also coated with a polymer such as a lowviscosity grade of hydroxypropyl methylcellulose (HPMC) or other appropriate materials as known in the art, in order to further separate the active components. The polymer coating serves to form an additional barrier to interaction with the other component.

These as well as other ways of minimizing contact between the components of combination products of the present invention, whether administered in a single dosage form or administered in separate forms but at the same time by the same manner, will be readily apparent to those skilled in the art, once armed with the present disclosure.

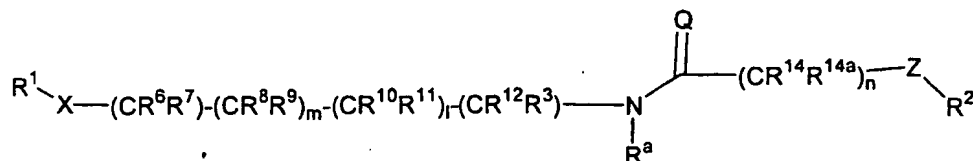
Obviously, numerous modifications and variations of the present invention are possible in light of the above teachings. It is therefore to be understood that within the scope of the appended claims, the invention may be

practiced otherwise than as specifically described herein.

What is Claimed is:

1. A compound of Formula (I)

5



(I)

or a stereoisomer or a pharmaceutically acceptable salt
10 thereof, wherein:

Z is selected from a bond, -C(O)-, and -C(O)NR¹⁸;

Q is selected from O or S;

15

X is -CHR¹⁶NR¹⁷-;

R^a is selected from H, methyl, and ethyl;

20 R¹ is selected from a C₆₋₁₀ aryl group substituted with
0-5 R⁴ and a 5-10 membered heteroaryl system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R⁴;

25 R² is selected from a C₆₋₁₀ aryl group substituted with
0-5 R⁵ and a 5-10 membered heteroaryl system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R⁵;

- R^3 is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$,
 $(CRR)_qS(O)_pR^{3d}$, $(CRR)_rC(O)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$,
 $(CRR)_rC(O)NR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}OR^{3d}$,
 $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(O)OR^{3d}$, a $(CRR)_r-C_{3-10}$
 5 carbocyclic residue substituted with 0-5 R^{3e} , and a
 $(CRR)_r-5-10$ membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{3e} ;
- 10 with the proviso that R^3 is not H if R^6 is H;
- alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl
 substituted with 0-2 R^{3g} , a 5-6 membered lactam ring
 in which carbon atoms of the ring are substituted
 15 with 0-2 R^{3g} , or a 5-6 membered lactone ring in
 which carbon atoms of the ring are substituted with
 0-2 R^{3g} ;
- R^{3a} , at each occurrence, is independently selected from H,
 20 methyl substituted with 0-1 R^{3c} , C_{2-6} alkyl
 substituted with 0-3 R^{3e} , C_{3-8} alkenyl substituted
 with 0-3 R^{3e} , C_{3-8} alkynyl substituted with 0-3 R^{3e} ,
 $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic
 residue substituted with 0-5 R^{3e} , and a $(CH_2)_r-5-10$
 25 membered heterocyclic system containing 1-4
 heteroatoms selected from N, O, and S, substituted
 with 0-3 R^{3e} ;
- R^{3b} , at each occurrence, is independently selected from
 30 C_{1-6} alkyl substituted with 0-3 R^{3e} , C_{2-8} alkenyl
 substituted with 0-3 R^{3e} , C_{2-8} alkynyl substituted

with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

5

R^{3c} is independently selected from -C(O)R^{3b}, -C(O)OR^{3d}, -C(O)NR^{3f}R^{3f}, and (CH₂)_rphenyl;

10 R^{3d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₆ alkenyl substituted with 0-3 R^{3e}, C₃₋₆ alkynyl substituted with 0-3 R^{3e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms
15 selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH,
20 (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and (CH₂)_rphenyl;

R^{3f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

25 R^{3g} is selected from (CHR)_rOH, (CHR)_rSH, (CHR)_rOR^{3d}, (CHR)_rS(O)_rR^{3d}, (CHR)_rC(O)R^{3b}, (CHR)_rNR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d}, (CHR)_rSO₂NR^{3a}R^{3a}, (CHR)_rC(O)OR^{3d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e};

30

R, at each occurrence, is independently selected from H,
 C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆
 cycloalkyl, (CHR)_rC(O)NR^{3a}R^{3a}, and (CHR)_rC(O)OR^{3d}, and
 (CH₂)_rphenyl substituted with 0-3 R^{3e}, and a
 5 (CH₂)_r-5-10 membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{3e};

R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈
 10 alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br,
 I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH,
 (CR'R')_rO(CR'R')_rR^{4d}, (CR'R')_rSH, (CR'R')_rC(O)H,
 (CR'R')_rS(CR'R')_rR^{4d}, (CR'R')_rC(O)OH,
 (CR'R')_rC(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a},
 15 (CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)O(CR'R')_rR^{4d},
 (CR'R')_rOC(O)(CR'R')_rR^{4b},
 (CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a},
 (CR'R')_rNR^{4a}C(S)NR^{4a}(CR'R')_rR^{4d},
 (CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR'R')_rC(=NR^{4f})NR^{4a}R^{4a},
 20 (CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}, (CR'R')_rS(O)_p(CR'R')_rR^{4b},
 (CR'R')_rS(O)₂NR^{4a}R^{4a}, (CR'R')_rNR^{4f}S(O)₂NR^{4a}R^{4a},
 (CR'R')_rNR^{4f}S(O)₂(CR'R')_rR^{4b}, C₁₋₆ haloalkyl, C₂₋₈
 alkenyl substituted with 0-3 R', C₂₋₈ alkynyl
 substituted with 0-3 R', and (CR'R')_rphenyl
 25 substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms on R¹ may join to
 form a cyclic acetal;

30 R^{4a}, at each occurrence, is independently selected from H,
 methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl

substituted with 0-2 R^{4e}, C₃₋₈ alkenyl substituted
with 0-2 R^{4e}, C₃₋₈ alkynyl substituted with 0-2 R^{4e},
a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-5 R^{4e}, and a (CH₂)_r-5-10 membered heterocyclic
5 system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-2 R^{4e};

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl
substituted with 0-2 R^{4e}, C₃₋₈ alkenyl substituted
with 0-2 R^{4e}, C₃₋₈ alkynyl substituted with 0-2 R^{4e},
10 a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3
R^{4e}, and a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-2 R^{4e};

15 R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl
substituted with 0-2 R^{4e}, C₃₋₈ alkynyl substituted
with 0-2 R^{4e}, methyl, CF₃, C₂₋₆ alkyl substituted
with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
20 substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{4e};

R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
25 alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, F,
Br, I, CN, NO₂, (CF₂)_r-CF₃, (CH₂)_r-OC₁₋₅ alkyl, OH, SH,
(CH₂)_r-SC₁₋₅ alkyl, (CH₂)_r-NR^{4f}R^{4f}, and (CH₂)_r-phenyl;

R^{4f}, at each occurrence, is selected from H, C₁₋₅ alkyl,
30 and C₃₋₆ cycloalkyl, and phenyl;

R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d},
-C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

R⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈
5 alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br,
I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH,
(CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H,
(CR'R')_rS(CR'R')_rR^{5d}, (CR'R')_rC(O)OH,
(CR'R')_rC(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a},
10 (CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)O(CR'R')_rR^{5d},
(CR'R')_rOC(O)(CR'R')_rR^{5b}, (CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d},
(CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a},
(CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}, (CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f},
(CR'R')_rS(O)_p(CR'R')_rR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a},
15 (CR'R')_rNR^{5a}S(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5f}S(O)₂(CR'R')_rR^{5b},
C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R',
C₂₋₈ alkynyl substituted with 0-3 R', (CR'R')_rphenyl
substituted with 0-3 R^{5e}, and a (CRR)_r-5-10 membered
heterocyclic system containing 1-4 heteroatoms
20 selected from N, O, and S, substituted with 0-2 R^{5c};

alternatively, two R⁵ on adjacent atoms on R² may join to
form a cyclic acetal;

25 R^{5a}, at each occurrence, is independently selected from H,
methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e},
a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
30 0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

5 R^{5b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_{r-5-6} membered heterocyclic system containing 1-4 heteroatoms
10 selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl
15 substituted with 0-3 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_{r-5-6} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

20 R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and (CH₂)_rphenyl;

25 R^{5f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d},
30 -C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

R', at each occurrence, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{5e};

5 R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue
 10 substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

alternatively, R⁶ and R⁷ join to form a C₃₋₆ cycloalkyl
 15 substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered ring lactone substituted with 0-2 R^{6g};

R^{6a}, at each occurrence, is independently selected from H,
 20 methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic system
 25 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6b}, at each occurrence, is independently selected from
 C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl
 30 substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue

substituted with 0-2 R^{6e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;

- 5 R^{6d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{6e} , C_{3-6} alkenyl substituted with 0-3 R^{6e} , C_{3-6} alkynyl substituted with 0-3 R^{6e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{6e} , and a $(CH_2)_r$ -5-6 membered
 10 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;

- R^{6e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}
 15 cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$ phenyl;

- R^{6f} , at each occurrence, is independently selected from H,
 20 C_{1-6} alkyl, and C_{3-6} cycloalkyl;

- R^{6g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{6d}$,
 $(CHR)_qS(O)_pR^{6d}$, $(CHR)_rC(O)R^{6b}$, $(CHR)_qNR^{6a}R^{6a}$,
 $(CHR)_rC(O)NR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}OR^{6d}$,
 25 $(CHR)_qSO_2NR^{6a}R^{6a}$, $(CHR)_rC(O)OR^{6d}$, and a $(CHR)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{6e} ;

- R^7 , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$,
 30 $(CRR)_qS(O)_pR^{7d}$, $(CRR)_rC(O)R^{7b}$, $(CRR)_rNR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}OR^{7d}$,

(CRR)_qSO₂NR^{7a}R^{7a}, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{7e}, and a
(CRR)_r-5-10 membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
5 substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is independently selected from H,
methyl, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₈
alkenyl substituted with 0-3 R^{7e}, C₃₋₈ alkynyl
10 substituted with 0-3 R^{7e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{7e};

15 R^{7b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl
substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted
with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
20 substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{7e};

25 R^{7d}, at each occurrence, is independently selected from H,
methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e},
C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl
substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue
substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
30 selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is independently selected from
 C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
 cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
 5 alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is independently selected from H,
 C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

10 R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
 alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d},
 (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a},
 (CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d},
 (CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀
 15 carbocyclic residue substituted with 0-5 R^{8e}, and a
 (CRR)_r-5-10 membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{8e};

20 alternatively, R⁸ and R⁹ join to form a C₃₋₆ cycloalkyl
 substituted with 0-2 R^{8g}, a 5-6 membered ring lactam
 substituted with 0-2 R^{8g}, or a 5-6 membered ring
 lactone substituted with 0-2 R^{8g};

25 R^{8a}, at each occurrence, is independently selected from H,
 methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈
 alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl
 substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a
 (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
 30 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

5 R^{8b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms
10 selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms
15 selected from N, O, and S, substituted with 0-3 R^{8e};

20 R^{8e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

25 R^{8f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d},
30 (CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a},
(CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d},

(CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e};

R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d},
 5 (CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a},
 (CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d},
 (CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀
 carbocyclic residue substituted with 0-5 R^{9e}, and a
 10 (CRR)_r-5-10 membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from H,
 15 methyl, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₈
 alkenyl substituted with 0-3 R^{9e}, C₃₋₈ alkynyl
 substituted with 0-3 R^{9e}, (CH₂)_rC₃₋₆ cycloalkyl, a
 (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic system
 20 containing 1-4 heteroatoms selected from N, O, and
 S, substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is independently selected from
 C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl
 25 substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted
 with 0-3 R^{9e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
 substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6 membered
 heterocyclic system containing 1-4 heteroatoms
 selected from N, O, and S, substituted with 0-3 R^{9e};

30

- R^{9d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{9e} , C_{3-6} alkenyl substituted with 0-3 R^{9e} , C_{3-6} alkynyl substituted with 0-3 R^{9e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{9e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;
- R^{9e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$ phenyl;
- R^{9f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;
- R^{10} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{10d}$, $(CRR)_rS(O)_pR^{10d}$, $(CRR)_rC(O)R^{10b}$, $(CRR)_rNR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}OR^{10d}$, $(CRR)_rSO_2NR^{10a}R^{10a}$, $(CRR)_rC(O)OR^{10d}$, a $(CRR)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{10e} , and a $(CRR)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;
- alternatively, R^{10} and R^{11} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{10g} , a 5-6 membered ring lactam substituted with 0-2 R^{10g} , or a 5-6 membered ring lactone substituted with 0-2 R^{10g} ;

R^{10a}, at each occurrence, is independently selected from
H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₈
alkenyl substituted with 0-3 R^{10e}, C₃₋₈ alkynyl
5 substituted with 0-3 R^{10e}, (CH₂)_rC₃₋₆ cycloalkyl, a
(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{10e}, and a (CH₂)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{10e};

10

R^{10b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{10e}, C₂₋₈ alkenyl
substituted with 0-3 R^{10e}, C₂₋₈ alkynyl substituted
with 0-3 R^{10e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
15 substituted with 0-2 R^{10e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10d}, at each occurrence, is independently selected from
20 H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
R^{10e}, C₃₋₆ alkenyl substituted with 0-3 R^{10e}, C₃₋₆
alkynyl substituted with 0-3 R^{10e}, a C₃₋₁₀
carbocyclic residue substituted with 0-3 R^{10e}, and a
(CH₂)_r-5-6 membered heterocyclic system containing
25 1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
30 cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,

$(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, $-\text{O}-\text{C}_{1-6}$ alkyl, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{10f}\text{R}^{10f}$, and $(\text{CH}_2)_r\text{phenyl}$;

R^{10f} , at each occurrence, is independently selected from
 5 H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10g} is selected from $(\text{CHR})_q\text{OH}$, $(\text{CHR})_q\text{SH}$, $(\text{CHR})_q\text{OR}^{10d}$,
 $(\text{CHR})_q\text{S}(\text{O})_p\text{R}^{10d}$, $(\text{CHR})_r\text{C}(\text{O})\text{R}^{10b}$, $(\text{CHR})_q\text{NR}^{10a}\text{R}^{10a}$,
 $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{10a}\text{R}^{10a}$, $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{10a}\text{OR}^{10d}$,
 10 $(\text{CHR})_q\text{SO}_2\text{NR}^{10a}\text{R}^{10a}$, $(\text{CHR})_r\text{C}(\text{O})\text{OR}^{10d}$, and a $(\text{CHR})_r\text{-C}_{3-10}$
 carbocyclic residue substituted with 0-5 R^{10e} ;

R^{11} , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
 alkynyl, $(\text{CRR})_r\text{OH}$, $(\text{CRR})_r\text{SH}$, $(\text{CRR})_r\text{OR}^{11d}$,
 15 $(\text{CRR})_r\text{S}(\text{O})_p\text{R}^{11d}$, $(\text{CRR})_r\text{C}(\text{O})\text{R}^{11b}$, $(\text{CRR})_r\text{NR}^{11a}\text{R}^{11a}$,
 $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a}$, $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{11a}\text{OR}^{11d}$,
 $(\text{CRR})_r\text{SO}_2\text{NR}^{11a}\text{R}^{11a}$, $(\text{CRR})_r\text{C}(\text{O})\text{OR}^{11d}$, a $(\text{CRR})_r\text{-C}_{3-10}$
 carbocyclic residue substituted with 0-5 R^{11e} , and a
 $(\text{CRR})_r\text{-5-10}$ membered heterocyclic system containing
 20 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{11e} ;

R^{11a} , at each occurrence, is independently selected from
 H, methyl, C_{2-6} alkyl substituted with 0-3 R^{11e} , C_{3-8}
 25 alkenyl substituted with 0-3 R^{11e} , C_{3-8} alkynyl
 substituted with 0-3 R^{11e} , $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, a
 $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5
 R^{11e} , and a $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic system
 containing 1-4 heteroatoms selected from N, O, and
 30 S, substituted with 0-3 R^{11e} ;

R^{11b} , at each occurrence, is independently selected from
 C_{1-6} alkyl substituted with 0-3 R^{11e} , C_{2-8} alkenyl
substituted with 0-3 R^{11e} , C_{2-8} alkynyl substituted
with 0-3 R^{11e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue
5 substituted with 0-2 R^{11e} , and a $(CH_2)_r$ -5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{11e} ;

R^{11d} , at each occurrence, is independently selected from
10 H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3
 R^{11e} , C_{3-6} alkenyl substituted with 0-3 R^{11e} , C_{3-6}
alkynyl substituted with 0-3 R^{11e} , a C_{3-10}
carbocyclic residue substituted with 0-3 R^{11e} , and a
 $(CH_2)_r$ -5-6 membered heterocyclic system containing
15 1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{11e} ;

R^{11e} , at each occurrence, is independently selected from
 C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}
20 cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$,
 $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$
alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$ phenyl;

R^{11f} , at each occurrence, is independently selected from
25 H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{12d}$,
 $(CRR)_qS(O)_pR^{12d}$, $(CRR)_rC(O)R^{12b}$, $(CRR)_rNR^{12a}R^{12a}$,
30 $(CRR)_rC(O)NR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}OR^{12d}$,
 $(CRR)_qSO_2NR^{12a}R^{12a}$, $(CRR)_rC(O)OR^{12d}$, a $(CRR)_r$ - C_{3-10}

carbocyclic residue substituted with 0-5 R^{12e}, and a
(CRR)_r-5-10 membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{12e};

5

R^{12a}, at each occurrence, is independently selected from
H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₈
alkenyl substituted with 0-3 R^{12e}, C₃₋₈ alkynyl
substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆ cycloalkyl, a
10 (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{12e}, and a (CH₂)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{12e};

15 R^{12b}, at each occurrence, is independently selected from
C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈ alkenyl
substituted with 0-3 R^{12e}, C₂₋₈ alkynyl substituted
with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
substituted with 0-2 R^{12e}, and a (CH₂)_r-5-6 membered
20 heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from
H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
25 R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e}, C₃₋₆
alkynyl substituted with 0-3 R^{12e}, a C₃₋₁₀
carbocyclic residue substituted with 0-3 R^{12e}, and a
(CH₂)_r-5-6 membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
30 substituted with 0-3 R^{12e};

R^{12e} , at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
5 alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

R^{12f} , at each occurrence, is selected from H, C₁₋₆ alkyl,
and C₃₋₆ cycloalkyl;

10 R^{14} and R^{14a} are independently selected from H, and
C₁₋₄alkyl substituted with 0-1 R^{14b} , and F;

alternatively, R^{14} and R^{14a} can join to form a C₃₋₆
cycloalkyl;

15

R^{14b} , at each occurrence, is independently selected from
-OH, -SH, -NR^{14c}R^{14c}, -C(O)NR^{14c}R^{14c}, -NHC(O)R^{14c} and
phenyl;

20 R^{14c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R^{16} is selected from H, C₁₋₄ alkyl substituted with 0-3
 R^{16a} , and C₃₋₆ cycloalkyl substituted with 0-3 R^{16a} ;

25 R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c},
-C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

30 R^{17} is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

R¹⁸ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

n is selected from 0, 1, and 2;

5 l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

10

q, at each occurrence, is selected from 1, 2, 3, or 4;

and

r, at each occurrence, is selected from 0, 1, 2, 3, or 4.

15

2. The compound of claim 1, wherein

R¹⁴ and R^{14a} are independently selected from H, and

C₁₋₄alkyl substituted with 0-1 R^{14b};

20

alternatively, R¹⁴ and R^{14a} can join to form a C₃₋₆
cycloalkyl.

25

3. The compound of claims 1-2, wherein:

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1

R^{16a}, wherein the alkyl is selected from methyl,
ethyl, propyl, i-propyl, butyl, i-butyl, and s-

30

butyl, and C₃₋₄ cycloalkyl substituted with 0-3 R^{16a}
wherein the cycloalkyl is selected from cyclopropyl
and cyclobutyl;

R^{16a} is selected from methyl, ethyl, propyl, i-propyl,
-OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R^{16c} is selected from H, methyl, ethyl, propyl, i-propyl,
5 butyl, cyclopropyl, cyclopentyl, and cyclohexyl; and

R¹⁷ is selected from H, methyl, ethyl, propyl, and i-
propyl.

10 4. The compound of claims 1-3, wherein:

R⁹ and R¹¹ are H; and

R⁸ and R¹⁰ are independently selected from H, methyl,
15 ethyl, propyl, i-propyl, butyl, and cyclopropyl.

5. The compound of claims 1-4, wherein:

R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d},
20 (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a},
(CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},
(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{3e}, and a
(CRR)_r-5-10 membered heterocyclic system containing
25 1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{3e} wherein the heterocyclic
system is selected from pyridinyl, thiophenyl,
furanyl, indazolyl, benzothiazolyl, benzimidazolyl,
benzothiophenyl, benzofuranyl, benzoxazolyl,
30 benzisoxazolyl, quinolinyl, isoquinolinyl,
imidazolyl, indolyl, indolinyl, isoindolyl,
isothiadiazolyl, isoxazolyl, piperidinyl,
pyrazolyl, pyrrolidinyl, tetrahydrofuranyl,

tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

5 R^6 is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_qNR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$, $(CRR)_qSO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r-C_{6-10}$ carbocyclic residue substituted with 0-5 R^{6e} , and a
 10 $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-6 R^{6e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl,
 15 benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl,
 20 tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,6-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^7 is H;

25

R^{12} is selected from H, methyl, ethyl, and propyl;

alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{3g} , a 5-6 membered lactam ring
 30 substituted with 0-2 R^{3g} , or a 5-6 membered lactone ring substituted with 0-2 R^{3g} ; and

$m + 1$ is equal to 0 or 1.

6. The compound of claims 1-5, wherein:

R¹ is selected from phenyl substituted with 0-3 R⁴ and a
5 5-10 membered heteroaryl system substituted with 0-3
R⁴, wherein the heteroaryl is selected from
benzimidazolyl, benzofuranyl, benzothiofuranyl,
benzoxazolyl, benzthiazolyl, benztriazolyl,
benztetrazolyl, benzisoxazolyl, benzisothiazolyl,
10 benzimidazalonyl, cinnolinyl, furanyl, imidazolyl,
indazolyl, indolyl, isoquinolinyl isothiazolyl,
isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl,
pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl,
quinazolinyl, quinolinyl, thiazolyl, thienyl, and
15 tetrazolyl;

R² is selected from phenyl substituted with 0-3 R⁵ and a
5-10 membered heteroaryl system containing 1-4
heteroatoms substituted with 0-3 R⁵, wherein the
20 heteroaryl system is selected from benzimidazolyl,
benzofuranyl, benzothiofuranyl, benzoxazolyl,
benzthiazolyl, benztriazolyl, benztetrazolyl,
benzisoxazolyl, benzisothiazolyl, benzimidazalonyl,
cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl,
25 isoquinolinyl isothiazolyl, isoxazolinyl,
isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl,
pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl,
quinazolinyl, quinolinyl, thiazolyl, thienyl, and
tetrazolyl.

30

7. The compound of claims 1-6, wherein:

R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, (CR'R')_rC₃₋₆ cycloalkyl, Cl,

Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH,
 (CR'R')_rOR^{4d}, (CR'R')_rSH, (CR'R')_rSR^{4d},
 (CR'R')_rC(O)OH, (CR'R')_rC(O)R^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a},
 (CR'R')_rNR^{4f}C(O)R^{4b}, (CR'R')_rC(O)OR^{4d},
 5 (CR'R')_rOC(O)R^{4b}, (CR'R')_rNR^{4f}C(O)OR^{4d},
 (CR'R')_rOC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{4ac}(O)NR^{4a}R^{4a},
 (CR'R')_rS(O)_pR^{4b}, (CR'R')_rS(O)₂NR^{4a}R^{4a},
 (CR'R')_rNR^{4fs}(O)₂R^{4b}, (CR'R')_rNR^{4fs}(O)₂NR^{4a}R^{4a}, C₁₋₆
 haloalkyl, and (CR'R')_rphenyl substituted with 0-3
 10 R^{4e};

alternatively, two R⁴ on adjacent atoms join to form
 -O-(CH₂)-O-;

15 R^{4a}, at each occurrence, is independently selected from H,
 methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-
 butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and
 a (CH₂)_r-C₃₋₆ carbocyclic residue selected from
 cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

20

R^{4b}, at each occurrence, is selected from methyl, ethyl,
 propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl,
 pentyl, hexyl, allyl, propargyl, a (CH₂)_r-C₃₋₆
 carbocyclic residue substituted with 0-3 R^{4e}, wherein
 25 the carbocyclic residue is selected from
 cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl,
 and a (CH₂)_r-5-6 membered heterocyclic system
 containing 1-4 heteroatoms selected from N, O, and
 S, substituted with 0-2 R^{4e}, wherein the heterocyclic
 30 system is selected from pyridinyl, thiophenyl,
 furanyl, indazolyl, benzothiazolyl, benzimidazolyl,
 benzothiophenyl, benzofuranyl, benzoxazolyl,

benzisoaxazolyl, quinolinyl, isoquinolinyl,
 imidazolyl, indolyl, indolinyl, isoindolyl,
 isothiadiaazolyl, isoxazolyl, piperidinyl,
 pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl,
 5 tetrazolyl, thiadiaazolyl, thiazolyl, oxazolyl,
 pyrazinyl, and pyrimidinyl;

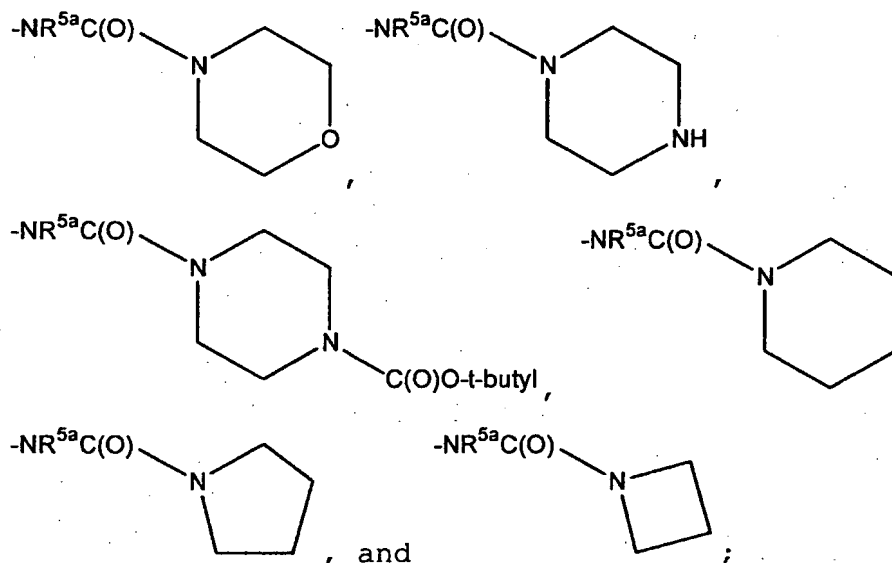
R^{4d}, at each occurrence, is selected from H, methyl, CF₃,
 ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-
 10 butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-
 C₃₋₆ carbocyclic residue selected from cyclopropyl,
 cyclobutyl, cyclopentyl and cyclohexyl;

R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
 15 alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F,
 Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH,
 (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

R^{4f}, at each occurrence, is selected from H, methyl,
 20 ethyl, propyl, i-propyl, butyl, and cyclopropyl,
 cyclobutyl, and phenyl;

R⁵, at each occurrence, is selected from methyl, ethyl,
 propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl,
 25 pentyl, hexyl, (CR'R')_rC₃₋₆ cycloalkyl, Cl, Br, I, F,
 NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rOR^{5d},
 (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rSR^{5d},
 (CR'R')_rC(O)OH, (CR'R')_rC(O)R^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a},
 (CR'R')_rNR^{5f}C(O)R^{5b}, (CR'R')_rC(O)OR^{5d},
 30 (CR'R')_rOC(O)R^{5b}, (CR'R')_rNR^{5f}C(O)OR^{5d},
 (CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a},
 (CR'R')_rNR^{7a}C(O)NR^{7a}R^{7a}, (CR'R')_rNR^{7a}C(O)O(CR'R')_rR^{7d},

$(CR'R')_rS(O)_pR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$,
 $(CR'R')_rNR^{5f}S(O)_2R^{5b}$, C₁₋₆ haloalkyl, and
 (CHR')_rphenyl substituted with 0-3 R^{5e}, a (CRR)_r-5-10
 5 membered heterocyclic system containing 1-4
 heteroatoms selected from N, O, and S, substituted
 with 0-2 R^{5c},



10 alternatively, two R⁵ on adjacent atoms join to form
 $-O-(CH_2)-O-$;

15 R^{5a}, at each occurrence, is independently selected from H,
 methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-
 butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and
 a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
 0-1 R^{5e}, wherein the carbocyclic residue is selected
 20 from cyclopropyl, cyclobutyl, cyclopentyl,
 cyclohexyl, phenyl and naphthyl;

R^{5b}, at each occurrence, is selected from methyl, ethyl,
 propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl,
 pentyl, hexyl, allyl, propargyl, a (CH₂)_r-C₃₋₆

carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a $(\text{CH}_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidiny, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{5d} , at each occurrence, is selected from H, methyl, CF_3 , ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(\text{CH}_2)_r$ -C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{5e} , at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, $(\text{CH}_2)_r$ C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{4f}\text{R}^{4f}$, and $(\text{CH}_2)_r$ phenyl; and

R^{5f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

8. The compound of claims 1-7, wherein:

R⁵ is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF₃, CF₂CF₃, CF₂H, OCF₃, Cl, Br, I, F, SCF₃, NR^{5a}R^{5a}, NHC(O)OR^{5a}, NHC(O)R^{5b}, and NHC(O)NHR^{5a}; and

5

R¹² is selected from H and methyl.

9. A compound of claims 1-8, wherein:

10 X is -CHR¹⁶NR¹⁷-;

R¹ is selected from phenyl substituted with 0-3 R⁴, and a 5-10 membered heteroaryl system substituted with 0-2 R⁴, wherein the heteroaryl is selected from indolyl, and pyridyl;

15

R² is phenyl substituted with 0-2 R⁵;

R³ is selected from (CRR)_qOH, (CRR)_qOR^{3d}, (CH₂)_rC(O)OH, (CH₂)_rC(O)NR^{3a}R^{3a}, (CHR)_rC(O)NR^{3a}OR^{3d}, (CH₂)C(O)R^{3b}, (CH₂)_rC(O)OR^{3d}, and (CH₂)-phenyl;

20

R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl, CH₂CF₃, C(CH₃)CH₂CH₂OH, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

25

R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

30

R^{3d} is selected from methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, t-butyl and benzyl;

5 R is selected from H, methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl
and benzyl;

10 R⁴ is selected from methyl, ethyl, propyl, i-propyl,
butyl, ethylene, OCH₃, OCF₃, SCH₃, SO₂CH₃, Cl, F, Br,
CN;

alternatively, two R⁴ join to form -O-(CH₂)-O-;

15 R⁶ is selected from H, methyl, ethyl, propyl, i-propyl,
butyl, C(O)OCH₃, C(O)NHCH₂CH₃;

R⁷ is H;

20 R¹⁶ is selected from H and methyl;

R¹⁷ is selected from H and methyl;

m is 0 ;

25 l is 0

r is 0 or 1; and

q is 1.

30

10. The compound of claim 1, wherein the compound
is selected from:

- N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(2-trifluoromethyl-phenyl)-malonamide;
- 5 N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(3-trifluoromethyl-phenyl)-malonamide;
- 10 N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(4-trifluoromethyl-phenyl)-malonamide;
- 15 [2-(2-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentylcarbamoyl)-acetyl-amino)-4-trifluoromethyl-phenyl]-carbamic acid tert-butyl ester;
- 20 N-(2-Amino-5-trifluoromethyl-phenyl)-N'-((1S, 2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-malonamide;
- 25 N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(3-trifluoromethoxy-phenyl)-malonamide;
- 30 [3-(2-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentylcarbamoyl)-acetyl-amino)-5-trifluoromethyl-phenyl]-carbamic acid tert-butyl ester;

N-(3-Amino-5-trifluoromethyl-phenyl)-N'-{(1S,2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-malonamide;

5 N-{(1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-N'-(3-methoxy-5-trifluoromethyl-phenyl)-malonamide;

10 N-{(1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-N'-(2-methoxy-5-trifluoromethyl-phenyl)-malonamide;

15 N-{(1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-N'-(3-propylamino-5-trifluoromethyl-phenyl)-malonamide;

20 N-{(1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-N'-(3-dipropylamino-5-trifluoromethyl-phenyl)-malonamide;

N-{(1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-N'-(3-methylamino-5-trifluoromethyl-phenyl)-malonamide;

25 N-{(1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-N'-(3-ethylamino-5-trifluoromethyl-phenyl)-malonamide;

30 N-{(1S,2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-N'-[3-(3-ethyl-ureido)-5-trifluoromethyl-phenyl]-malonamide;

- N-((1S, 2S)-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(4-methyl-3-trifluoromethyl-phenyl)-malonamide;
- 5 N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(4-methoxy-3-trifluoromethyl-phenyl)-malonamide;
- 10 N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(2-methyl-5-trifluoromethyl-phenyl)-malonamide;
- 15 N-(3-Bromo-5-trifluoromethyl-phenyl)-N'-((1S, 2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-malonamide;
- 20 N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-N'-(3-dimethylcarbamoyl-5-trifluoromethyl-phenyl)-malonamide;
- N-{1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl}-N'-(3-ethylcarbamoyl-5-trifluoromethyl-phenyl)-malonamide;
- 25 N-(5-tert-Butyl-[1,3,4]thiadiazol-2-yl)-N'-((1S, 2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-malonamide;
- 30 N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-2,2-dimethyl-N'-(3-trifluoromethyl-phenyl)-malonamide;

N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-(2R/S)-2-methyl-N'-(3-trifluoromethyl-phenyl)-malonamide;

5 N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-2,2-difluoro-N'-(3-trifluoromethyl-phenyl)-malonamide;

10 N-(3-Amino-5-trifluoromethyl-phenyl)-N'-((1S, 2S)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-2,2-difluoro-malonamide;

15 N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-2-(4-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide; and

20 N-((1S, 2S)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl)-2-(5-trifluoromethyl-1H-benzoimidazol-2-yl)-acetamide.

11. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claims 1-10.

25 12. A method for modulation of chemokine or chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1-10.

30 13. A method for modulation of MCP-1, MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is mediated by the CCR2 receptor comprising administering to a patient in

need thereof a therapeutically effective amount of a compound of claims 1-10.

14. A method for modulation of MCP-1 activity
5 comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1-10.

15. A method for treating disorders, comprising
10 administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1-10, said disorders being selected from osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune diseases, HIV-
15 infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis,
20 glomerulonephritis, asthma, multiple sclerosis, arteriosclerosis, rheumatoid arthritis, restinosis, organ transplantation, and cancer.

16. A method for treating inflammatory diseases,
25 comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1-10.

17. A method for modulation of CCR2 activity
30 comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1-10.